



# 2024

## ANNUAL REPORT

**RAKETECH**



# Table of Contents

Raketeck at a Glance	03
2024 in Brief	05
CEO Comment	07
Our Business Model	09
Market Growth Drivers	13
Sustainability	14
The Share	19
Members of the Board	21
Senior Management Team	25
Corporate Governance Report	29
Directors' Report	40
Financial Statements (Group and Parent)	44
Independent Auditor's Report	89
Definitions of Alternative Performance Measures	95
Information to Shareholders	96

# Raketech at a Glance

*Raketech is a marketing tech company combining performance marketing and traditional performance-based affiliation by offering a wide portfolio of advertising space as well as data analysis tools to allow advertisers to maximise the value of their media spend. Our customers span from sports streaming providers and game studios to the largest segment, international betting and casino operators.*

*Raketech's goal is to generate high quality leads and targeted advertising space by providing relevant and engaging content to users interested in sports, casino and betting. Raketech also offers its services through SubAffiliation and provides tailored sports data insights, analytics and predictions directly to consumers.*

Revenue

€ 61.2M

EBITDA

€ 14.7M

EBITDA margin

24.0%









# 2024 in Brief

*After a challenging year, we have thoroughly assessed our Affiliation Marketing assets to ensure they align with Raketech's core commercial and operational strengths. As part of this process, we have also implemented cost-saving measures that will scale effectively with future growth. These efforts position the Company to sharpen its focus on strategic partnerships within Affiliation Marketing, exclusive commercial agreements with operators, and the continued development of AffiliationCloud.*



## Q1

Affiliation Marketing revenues declined primarily due to the impact of Google's core update, which significantly affected Casumba. Following an operational review, we launched strategic initiatives to reduce SEO dependency, expand our sports vertical, and strengthen commercials. Notable achievements included a three-year commercial agreement with Danske Spil. Additionally, we initiated cost-saving measures to improve profitability and operational efficiency.

---

## Q2

AffiliationCloud experienced steady, organic growth in Q2, strengthening its partnerships with publishers. We signed an exclusive commercial agreement in Sweden which requires affiliates to use AffiliationCloud for this specific brand, and we are actively pursuing negotiations with other operators for similar collaborations. Additionally, we successfully launched SubAffiliation in the US, recognising market opportunities.

---

## Q3

During the quarter, we finalised a new partnership agreement with a major US operator through AffiliationCloud, managing their tier 2 and tier 3 affiliates. Additionally, we successfully completed the sale of our US land-based betting tips advisory business. This strategic divestment marks a step in streamlining our US operations and refocusing on our core strengths.

---

## Q4

We achieved a 29% reduction in costs in Q4 2024 (excluding publisher costs) compared to the first quarter of the same year.

We concluded a comprehensive assessment of our Affiliation Marketing portfolio to identify key opportunities for profitability and growth, resulting in the formation of four strategic partnerships with experienced entrepreneurs. Our partnership model leverages each party's strengths, with Raketech providing commercial agreements, sales, finance, reporting, data management, and technology, while partners focus on entrepreneurship, product development, content creation, SEO, and execution.

# CEO Comment



**Johan Svensson**  
*Chief Executive Officer*

2024 has been a challenging year for Raketech, although the actions we have taken leave us well placed for a strong recovery moving forward.

Revenues reached € 61.2 million, down 21.3% from last year. Adjusted EBITDA amounted to € 15.7 million (€ 23.2 million), while EBITDA was € 14.7 million (€ 23.6 million), corresponding to a margin of 24.0%, down from 30.4%. We acted throughout the year to reduce our cost base in line with revenue development, while maintaining core capabilities. Margin was impacted by the shift in profitability mix, as the lower-margin SubAffiliation business now represents a larger share of the overall business.

Having rejoined the business as CEO in early 2024 this has been a turbulent year. The changes to the Google search algorithm at the beginning of the year negatively impacted our revenues, particularly for our Casumba assets. In response, our focus has been to mitigate the impact on profitability and maximise cash flow.

Our response can broadly be split into two key parts. Firstly, we conducted an operational review, concentrated on how best to improve efficiencies within the business and enhance profitability. Inevitably this led to a reduction in the workforce.

Secondly, we undertook a strategic review of our Affiliation Marketing assets to identify where we create the most value and how we can enhance performance. As a result, we formed four partnerships with experienced entrepreneurs at the beginning of 2025. These collaborations combine Raketech's internal infrastructure and data capabilities with our partners' strengths in execution and product development.

AffiliationCloud remained a key strategic focus during the year. We strengthened its position by securing a number of exclusive commercial agreements, reinforcing its value to both operators and affiliates.

We also finalised the divestment of our US land-based betting tips advisory business, further streamlining our operations and sharpening our focus.

#### *Affiliation marketing*

Within Affiliation Marketing, we conducted a thorough review of our asset portfolio to assess performance, strategic fit, and operational capabilities. This resulted in the formation of four entrepreneurial partnerships aimed at improving execution and unlocking growth opportunities. Under this model, Raketeck provides commercial support – covering agreements, sales, finance, reporting, data, and technology – while our partners drive product development, content creation, SEO, and operational delivery.

EBITDA margin for these partnerships is expected to be broadly in line with our other assets, with revenue sharing balanced by improved operating efficiency and growth. Currently, nearly 50% of our Affiliation Marketing revenue is generated through these partnerships, underlining their strategic importance. At the same time, we continue to focus on the performance of our in-house managed assets and remain open to further partnership opportunities where value can be created.

#### *SubAffiliation*

The SubAffiliation business area experienced a mixed performance in 2024. Raketeck Network (paid) delivered growth in the first half but faced volatility in the second half due to operational challenges encountered by some of our publishers.

AffiliationCloud continued to gain traction, delivering steady organic growth and securing a number of exclusive commercial agreements. These agreements – where Raketeck manages the operator's affiliation marketing – enhance our scalability, strengthen publisher relationships, and increase our appeal to new operators.

This exclusive model will remain a key strategic focus in 2025. We continue to invest in our platform to support future growth and we look forward to sharing more details around our ambition in connection with the Q1 report.

#### *US Tipster & Subscription*

We sold our land based advisory business during the year and have since been focused on improving the operational metrics within the business. Given its relatively small scale and its non-core nature, this business area remains under on-going strategic review.

#### *Summary*

In summary, 2024 was a year of strategic realignment and operational progress for Raketeck. Despite external challenges, we took decisive steps to streamline our operations, strengthen core areas, and invest in scalable growth. Our focus on partnerships, exclusive commercial agreements, platform development, and cost efficiency has laid a solid foundation for long-term value creation.



# Our Business Model

*Raketeck as an affiliate and performance marketing company, promotes and generates online traffic for our business partners. Our portfolio of online products helps people make well-informed decisions, which in turn delivers engaged users to our business partners from across the world. Raketeck acts as a valuable link between the potential customers and our business partners – we present the best possible services to our visitors and drive high volumes of engaged users to our partners. Raketeck also offers its services through SubAffiliation and provides tailored sports data insights, analytics and predictions directly to consumers.*



## Services

**Affiliation  
marketing**

**Sub-affiliation**

**Betting tips &  
Subscription**

### Affiliation marketing

#### Assets

Rakotech provides comprehensive information, reviews and analysis related to all operators and game providers as well as betting odds to online players. By delivering high-quality content with relevant and up-to-date information, we provide a service that matches the player's individual preferences. As such we provide relevant information to online players, who in their turn select the ideal operator. As an affiliate and performance marketing company Rakotech provides different types of marketing channels. Lead-generating comparison products attract online players and refer those players to iGaming operators. These products usually have high ranking on Google due to its relevance leading to elevated conversion of the traffic entering our assets. Our media assets attract visitors primarily through direct traffic. Assets in this category include online guides and online communities that consist of informative and interactive content, such as news, blogs, game tips, live scores and TV guides. Media assets help increase user awareness about brands, as well as create a clearer preference for a particular advertiser which tends to generate a large amount of recurring traffic.

#### How we operate

During the year, we conducted a thorough evaluation of our Affiliation Marketing portfolio to identify key opportunities for sustainable profitability and growth. As a result, we established four strategic partnerships with experienced entrepreneurs, further reinforcing our market position. Currently, approximately 50% of our affiliation marketing revenue is generated through these strategic partnerships.

Our partnership model is designed to maximise the strengths of each party involved. Rakotech contributes commercial agreements, sales, financial management, reporting, data management, and technological infrastructure. Meanwhile, our partners focus on key operational areas, including entrepreneurship, product development, content creation, search engine optimisation (SEO), and execution. This structure enables us to maintain a competitive edge while fostering innovation and scalability.

While we continue to expand our partnership model, we remain committed to managing and operating key assets in-house. This balanced approach ensures we retain full control over high-value assets while leveraging strategic collaborations to drive growth. By streamlining operations and diversifying our affiliation marketing strategies, we are well-positioned for long-term success.

#### Products

BETPERT  
CASINOFEVER  
SLOT JAVA  
AMERICAN GAMBLER  
matchen.nu  
Casinobonusar  
CASINOGUIDE  
Betting.se

Owned by  
Rakotech

+

#### Functions

SEO

Content

Product Dev.

Managed by  
Strategic Partner or Rakotech

+

Sales

Finance

IT

Operations

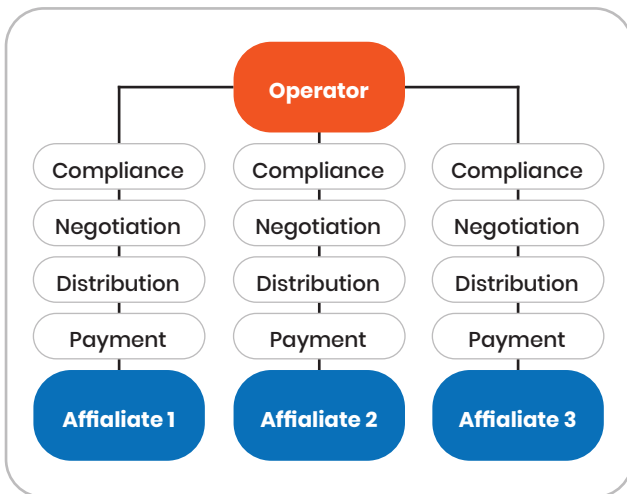
Managed by  
Rakotech

= GROWTH OPPORTUNITIES

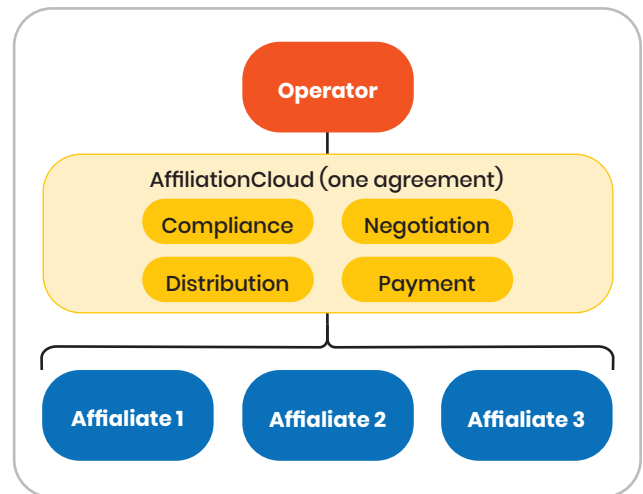
## Sub-affiliation

Sub-affiliation consists of two main products; Raketech Network and AffiliationCloud. Raketech Network focuses on paid traffic utilising our strong affiliate relationships and commercial agreements. Our proprietary platform, AffiliationCloud, which today connects mainly organic driven affiliates with operators, enables publishers to login to one central platform with access to competitive commercials, data insights, tracking and payments. Furthermore, advertisers have access to affiliates in global markets, high volumes and quality leads.

### Traditional affiliate operations



### AffiliationCloud



## Betting tips & Subscription

Raketech provides pre-game insights, high-quality sports betting content and predictions served to sports fans by a dedicated team of experts, as well as rich content on a handful of sports assets and strong presence in social media and video.

## Customers

### Sub-affiliates

### Operators

### Online players

#### Sub-affiliates

- High quality technical platform
- Conversion and commercial optimisation

- Data insights
- Reliable tracking and payments

#### Operators

- Pay for results only
- Shared risk/reward
- Industry specific knowledge (compliance, efficiency, audience, etc.)

- 100% target audience
- Tailored campaigns to groups or individuals
- Global reach

#### Online players

- Comparisons and reviews of operators and games
- Guides and communities with informative and interactive content

- Tailored sports data insights, analytics and predictions







# Market Growth Drivers



## Digitalisation race from offline to online

*The global gambling market is shifting from offline to online at a high pace due to the ongoing digitalisation and iGaming being easy to expand cross border.*



## Consolidation creating global giants

*Consolidation and globalisation in the iGaming sector create a few global giants, who are looking for full service partners instead of many small marketing partners.*



## Preferred choice for advertisers

*The iGaming market is very dynamic, and the targeted audience is hard to reach – many users shop around for the best offers. Data-driven and performance-based marketing services, like affiliation marketing, have therefore become the preferred choice for advertisers as the return on investment is more predictable.*



## Regulated markets

*The global gambling markets are continuously regulating, creating increased complexity and higher entry barriers for competition.*



## Size matters

*To be able to benefit and monetise from increased complexity, user demand and operator expectations, scalable operations and operational size are key.*

# Sustainability

*Rakotech's product portfolio includes a well-rounded selection of comparison, community, guide and social media products that deliver high-quality content for end users and generate affiliate leads for our partners. As part of striving for the best consumer experience, we have a dedicated focus on sustainability and responsible performance marketing. We take pride in being a responsible affiliate marketing company and, as an industry leader, strive to lead by example in an increasingly significant area of the iGaming industry.*

*Our sustainability work is centered around compliance and responsible gambling, our environmental footprint and a diverse and inclusive workforce.*





## Compliance and Responsible Gambling

### *Raketech's Corporate Responsibility*

Raketech's corporate responsibility focuses on player safety, protecting minors and compliance with regulatory frameworks for advertising. We refrain from misleading and unclear advertising and aim to highlight the risks associated with gambling addiction, in line with local regulatory frameworks. Raketech is present in regulated markets, unregulated markets and in markets that are soon to become regulated. Further, the industry is constantly evolving towards increased transparency and accountability. In order to be at the forefront of this evolution, Raketech has developed a comprehensive framework to ensure its regulatory compliance throughout all assets. We foresee that iGaming markets will become more regulated in the future, and corporate responsibility will continue to play a crucial role in our growth.

### *Raketech provides peace of mind for the operators*

There is a collective responsibility for gaming companies to ensure ethical promotion and advertising of gambling products. Raketech welcomes regulations implemented to protect consumers and the best interests of the iGaming industry. We work closely with gambling operators and industry stakeholders to help safeguard the long-term sustainability of the iGaming marketing industry. Gambling operators are focused on identifying unsatisfactory regulatory compliance among affiliate partners, and non-compliant affiliates are likely to have partnerships and future commissions terminated by operators, as this otherwise leads to a direct regulatory risk for the operator. There is a strong business incentive for gambling operators to only work with best-in-class affiliates that take compliance seriously, to minimise reputational and financial risks outside of their control.

### *High levels of compliance and ethical standards*

We maintain a close dialogue with our partners, peers and regulators to ensure compliance with regulations that apply to both Raketech and our customers. Raketech has established a regulatory compliance function that monitors the continuous developments in the market, follows consumer marketing guidelines and works proactively on regulatory matters. All marketing activities are conducted in accordance with applicable laws and consumer protection regulations. We have a clear strategy to expand into new markets, involving keeping up-to-date and complying with both regulatory standards in the markets where we operate and those we are targeting. Our legal team collaborates with regulatory advisors around the world and receives continuous updates with regard to regulatory developments in our core markets.

### *Responsible gambling*

Responsible gambling is an important part of the iGaming industry, and we use our position as a leading gambling affiliate to advocate safer gambling. We have a mission to guide and inspire our users towards taking informed decisions, and a key part of this is providing information on how to enjoy gambling in moderation. Raketech views online casino games and sports betting as a form of entertainment that can be enjoyed in moderation, and this is the message we aim to promote across our products and platforms. End users value our products for providing expert information assisting their decision-making when evaluating offers in the iGaming industry, and in finding services to meet their needs – responsible gambling is a key part of this. While it is important to note that a small number of end users are negatively affected by gambling and can experience personal, social, health and financial issues, we firmly believe that Raketech's responsibility guidelines can help minimise the risk for promoting gambling to vulnerable, self-excluded or underage users.



*Content is key to remaining compliant*

*Raketech provides content that promotes a safe and secure experience for its users. We want gambling to be experienced as a form of entertainment and strive to provide content that encourages good bankroll management, advice on operator safety measures and provide information on regional organisations that can offer expert help and advice. Raketech's portfolio of iGaming assets has been updated with responsible gambling messaging and new information on the tools available. We review products and services fairly, with clear and transparent content with the overall ambition to direct more educated and well-informed users to gambling operators.*

---

## Environmental Footprint

Raketech's offering is digital and our operations have a limited environmental impact. Climate change therefore poses minimal risk to our operations as we have no physical supply chain and our business can be conducted from anywhere. As part of our corporate responsibility, we strive to reduce our direct and indirect carbon footprint and contribute to a more sustainable world through use of digital meetings thereby limiting business travel, and through the use of green energy sources.

---

## A Diverse and Inclusive Workforce

At Raketech, our greatest asset is our employees, and that is why we offer great career prospects as we are great believers of personal development and professional growth. Raketech is an equal opportunities employer, committed to providing a safe and respectful work environment, where everyone is treated with dignity.

We live and breathe our core values. Our team shapes our culture, and these values are more than just words—they're the heartbeat of everything we do. 🚀









## Get it Done

*At Raketech, we make things happen—we don't just talk about ideas; we execute them. We ensure that everyone has the right tools and support to work efficiently and effectively while staying ahead of industry regulations. Sustainability is no different. We stay ahead of regulatory changes through ongoing training, compliance workshops, and regular audits, ensuring that we are fully compliant while promoting responsible practices in all areas of our business, including gambling, environmental efforts, and social responsibility. We are committed to making things happen by integrating sustainability into every aspect of our business operations.*



## Ownership

*We believe in fairness—ensuring that everyone has the same opportunities to succeed, is treated with respect, and feels valued. At Raketech, inclusivity is key, with clear roles where every contribution counts. Recognition plays a vital role in fostering ownership, not just in the work we do but also in how we contribute to sustainable business practices. By celebrating wins through initiatives like Kudos Corner and the GOTOK Awards, we reinforce the importance of individual accountability and collective responsibility in creating a sustainable future.*



## Together

*Even with a distributed workforce, we're committed to creating a supportive environment for both physical and mental well-being, which is a key component of our sustainability focus. Our hybrid approach gives employees the flexibility to maintain a healthy work-life balance, allowing them to perform at their best. Moreover, we offer comprehensive health benefits, including insurance, mental wellness support, and allowances. We believe that by taking care of our people, we also contribute to a sustainable and thriving company.*



## Open

*We proudly embrace diversity—different cultures, backgrounds, and experiences come together to make us stronger and more dynamic. Every individual brings something unique to the table, and we believe in creating an environment where everyone can thrive. We're all about being open—open to feedback, new ideas, and doing things differently. This openness extends to how we engage with sustainability efforts, continuously seeking innovative and environmentally responsible solutions for the Company and the communities we serve.*



## Kaizen

*At Raketech, we believe in continuous improvement because we know progress is all about change for the better. We understand that what's great today may not be enough tomorrow, and this applies to how we address sustainability as well. Our commitment to continuous improvement drives our efforts to reduce our environmental footprint and increase our sustainability practices, striving for positive change not just within Raketech but in the wider industry. From providing career growth opportunities through programs like the Manager Academy to working in focused sprints with regular check-ins, we ensure every step we take is in the right direction for long-term sustainability.*

# The Share

***Raketech Group Holding P.L.C is listed on Nasdaq First North Premier Growth Market with the ticker RAKE. Trading in Raketech's shares commenced on 29 June 2018. On 31 December 2024, the total number of shares amounted to 45,224,227. Each share entitles the holder to one vote and an equal share in the Company's assets and earnings.***



## Market Capitalisation, Price Trend and Turnover

In 2024 the price of Raketeck's share decreased from SEK 17.68 (opening price) to SEK 4.38 (closing price) on 30 December 2024. During the same period, the Nasdaq First North Sweden's index declined by 2.35%. The lowest price paid for the share during the year was SEK 4.15 on 16 December, and the highest was SEK 18.86 on 10 January. The year-end price gave Raketeck a market capitalisation of SEK 198.1 million. Share trades were concluded on every business day of the year. Average daily trading amounted to 129,533 shares.

Data per share	2024-12-31	2023-12-31
Earnings before dilution €	-1.31	0.16
Earnings after dilution €	-1.05	0.13
Operating cash flow €	0.36	0.49
Equity before dilution €	1.01	2.32
Equity after dilution €	0.80	1.99
Share price 31 Dec SEK	4.38	17.68
P/S multiple SEK	0.28	0.88
P/E multiple SEK	-0.36	12.26
<b>Number of shares at year end</b>	<b>45,224,227</b>	<b>42,715,314</b>

## Shareholders

At the end of 2024 Raketeck had 2,428 shareholders. The five members of the management team had a total holding in Raketeck of 3,411,772 shares and 1,228,810 options and Raketeck's board members held a total of 3,476,976 shares. As of 31 December 2024, the ten largest shareholders of Raketeck were the following:

Owner	Number of shares	Capital / vote
Provobis Holding AB	4,300,000	9.51%
Tobias Persson Rosenqvist	3,454,002	7.64%
Erik Skarp (Skarp Invest Ltd)	3,353,265	7.41%
Johan Svensson (Akterbog Ltd.)	3,333,500	7.37%
Avanza Pension	3,152,654	6.97%
Martin Larsson (Chalex AB)	2,595,128	5.74%
Reine Beck	1,512,325	3.34%
Magnus Alebo	1,254,457	2.77%
George Westin	1,254,456	2.77%
Nordnet Pensionsförsäkring	1,225,290	2.71%
<b>Total ten largest shareholders</b>	<b>25,436,577</b>	<b>56.23%</b>
<b>Total number of shares</b>	<b>45,224,227</b>	<b>100.00%</b>



# Members of the Board

***According to Raketeck's Articles of Association, the Board of Directors shall consist of no less than three and no more than six members. Currently, the Board consists of six members. All board members are independent in relation to the Company's major shareholders, the Company and the Company's management.***



# Ulrik Bengtsson

**Chair of the Board and of the Remuneration Committee**

Shares: 100,000

Chair of the Board since May 2021.

**Other current positions:** *Ulrik Bengtsson is also Chair of the board and advisor at Game Nation and Chair of the board at Hostelworld plc.*

**Previously held positions:** *Ulrik Bengtsson was recently Chief Operating Officer at Virgin Media. Prior to joining Virgin Media, he was the former Group Chief Executive Officer at William Hill where he has also held the position as Chief Digital Officer. Before joining William Hill he served as Group Chief Executive Officer and President at Betsson.*

**Education:** *Bachelor of Commerce at Dalhousie University.*

**Independent in relation to the Company/major shareholders:** Yes / Yes



# Patrick Jonker

**Board Member**

Shares: 23,711

Board member since November 2023.

**Other current positions:** *Patrick Jonker is currently an independent consultant, advising iGaming companies on all aspects of the business. In this role he works with clients to give expert advice on strategy and commercial improvements.*

**Previously held positions:** *Patrick Jonker previously served as Chief Executive Officer at Hero Gaming as well as Chief Executive Officer / International Managing Director at Mr Green Ltd / William Hill International.*

**Education:** *Bachelor's degree in management economics and law at the Amsterdam University of applied sciences.*

**Independent in relation to the Company/major shareholders:** Yes / Yes



# Erik Skarp

## **Board Member**

Shares: 3,353,265 (through company)

Board member since September 2016.

Other current positions: Erik Skarp is currently Group CEO at Cherry with friends AB. He is also board member at Gameday Group plc and its subsidiaries Together Gaming Solutions Limited, Prozone Limited and Zalatek Ltd as well as Fam Skarp AB.

Previously held positions: Erik Skarp is one of the founders of Raketeck Group Holding P.L.C and Bethard Group Ltd, where he previously also held the position as CEO.

Education: Upper secondary education, Polhemskolan, Lund.

Independent in relation to the Company/major shareholders: Yes / Yes



# Marina Andersson

## **Board Member**

Shares: -

Board member since November 2023.

Other current positions: EVP Corporate Development and M&A at Stillfront Group AB (publ).

Previously held positions: Marina Andersson was previously Director at Deloitte Financial Advisory, Director at ICECAPITAL Securities, Associate Partner & Investment Manager at Deseven and Associate at Carnegie Investment Bank.

Education: Master's degree Business Administration from Stockholm University. Master's degree Foreign Languages Russian Herzen State Pedagogical University.

Independent in relation to the Company/major shareholders: Yes / Yes





# Clare Boynton

## **Board Member and Chair of the Audit Committee**

Shares: -

*Board member since May 2022.*

*Other current positions: Clare Boynton is currently Portfolio Finance Director and Chief Finance Officer on behalf of The CFO Centre Limited, working with a portfolio of fast-growing SMEs.*

*Previously held positions: Clare Boynton was previously Director of Financial Control at KFC UK & Ireland (2016-2019), Head of Finance at Amazon (2015-2016) and Finance Director at More Than Insurance (part of the RSA Group) (2010-2015).*

*Education: Bachelor's degree, Economics & Accounting at University of Bristol. Member of the Chartered Institute of Management Accountants.*

*Independent in relation to the Company/major shareholders: Yes / Yes*

---



# Jon Moss

## **Board Member**

Shares: -

*Board Member since May 2024.*

*Other current positions: Jon Moss is an independent consultant working across various geographies, including numerous markets in Europe, North America, Australasia, certain markets in Asia and most recently in Latin America within the iGaming sector.*

*Previously held positions: Mr Moss was previously Head of International Development at Bet365 for over a decade.*

*Education: Bachelor of Science in Psychology and Economics at Loughborough University.*

*Independent in relation to the Company/major shareholders: Yes / Yes*

# Senior Management Team





# Johan Svensson

## CEO

Shares: 3,333,500 (through company)

Warrants/options: 416,797

CEO since January 2024.

Other current positions: *Board member at Akterbog Ltd.*

Previously held positions: *Johan Svensson is one of Raketeck's founders and served as the Group's CEO until 2017, when he was appointed Chief Commercial Officer, a position he held until 2019. After spending a few years focusing on M&A, business integrations, and commercial strategy, he reassumed the role of CEO in 2024. Mr. Svensson also served as a board member from 2016 to 2023. Furthermore, he is one of the founders of BetHard Group Ltd.*

Education: *Upper secondary education, Af Chapman Gymnasiet Karlskrona*



# Ramma Sharifi

## Managing Director, US

Shares: 8,272 (through company)

Warrants/options: 228,856

Managing Director, US since February 2023.

Previously held positions: *Ramma Sharifi joined Raketeck in February 2023 as Managing Director for the US business. Previously, Mr. Sharifi held senior positions as Head of Strategic Initiatives and Director of Financial Institutions, Expand at Boston Consulting Group (2020-2023). His prior experience also encompasses leadership positions at Virtusa from 2012-2020 where he served as Director of Strategy & Operations Consulting and General Manager for North America.*

Education: *B.A in Business Management, Economics and Finance at Wilmington College.*





# Dalia Turner

## Chief People Officer

Shares: -

Warrants/options: 100,000

Chief People Officer since December 2023.

Previously held positions: Dalia Turner joined Raketeck latest from Feedzai where she was instrumental in growing her team from 300 to more than 600 employees. Previously, Ms Turner worked at Microsoft for many years both in Portugal and APAC region where she was responsible for people strategy talent and performance management as well as leadership development and organisational culture across multiple countries. While at Microsoft, she also served as a business partner for 1,500 people with regional commercial leadership teams. At Raketeck, she is overseeing strategic HR leadership globally and supporting the Company's growth while reinforcing our cultural values.

Education: Master of Business Administration (MBA), Monash University.



# Måns Svalborn

## Chief Financial Officer

Shares: 70,000

Warrants/options: 383,157

Chief Financial Officer since November 2019.

Previously held positions: Måns Svalborn joined Raketeck Group Holding P.L.C as CFO during 2019. Prior to Raketeck he was CFO at Credorax Bank Limited, Head of Group Regulatory Financial Reporting at Nordea Bank (until 2018), Head of Legal and Regulatory Reporting Norway at Nordea Bank (until 2017) and Group Finance Manager at Öhman Group (until 2015).

Education: Master of Science in Business and Economics at Uppsala University.



# Christian Lowe Di Biase

## **Chief Operating Officer**

Shares: -

Warrants/options: 100,000

*Chief Operating Officer since October 2024.*

Previously held positions: *Christian Lowe di Biase joined Raketeck in March 2024 as Chief Business Development Officer. In October 2024 he was appointed Chief Operating Officer. Prior to joining Raketeck, Mr Lowe Di Biase held a number of roles within the Zalando Group covering M&A, partnerships and investments across technology, fashion e-commerce and marketplace integration. Prior to joining Zalando he was part of the Corporate Venture Capital unit of Deutsche Bahn based in Berlin and San Francisco.*

Education: *Bachelor's degree in business administration at IU International University of Applied Sciences Bad Honnef.*

# Corporate Governance Report

**Corporate governance refers to the set of systems, principles and processes by which a company is directed and controlled. Raketeck Group Holding P.L.C (the “Company” or “Raketeck” or the “Group”) is committed to maintaining a high standard of corporate governance in complying with the Swedish Code of Corporate Governance. Corporate governance encompasses the systems for decision-making and the structure through which shareholders control the Company, directly and indirectly. This report summarises the Group’s corporate governance practices that were in place throughout the financial year ended 31 December 2024.**

## ***Framework for Corporate Governance at Raketeck***

Raketeck is a Maltese public limited company, listed on Nasdaq First North Premier Growth Market since 29 June 2018 with its registered office and headquarters in Malta. In line with the Company’s structure, governance, management and control is divided among the Company’s shareholders, the Board of Directors, the CEO and the rest of the Executive Management in accordance with prevailing laws and regulations.

The Swedish Code of Corporate Governance (“the Code”) specifies that good corporate governance means ensuring that companies are run sustainably, responsibly and as efficiently as possible on behalf of their shareholders in a way to maximise the value for the shareholders and thereby meet the shareholders’ requirements on invested capital. Raketeck is committed to a healthy corporate governance structure which strengthens and maintains confidence in the Company.

The objective of corporate governance is to regulate the division of roles among shareholders, the Board and Executive Management more comprehensively than

is required by legislation.

The foundation of the corporate governance structure at Raketeck comprises its Memorandum and Articles of Association, the Maltese Companies Act (Chapter 386 of the Laws of Malta) and the Swedish Code of Corporate Governance, and other applicable rules and laws. In addition to external governance instruments and the Company’s Memorandum and Articles of Association, the Board has, in close cooperation with the Company’s Executive Management, established a comprehensive framework of guidance documents. These include the CEO instruction, Code of Conduct, Board instructions and other policy documents, such as the Communication Policy and Risk Management Policy. These policies and standards are evaluated on a regular basis.

Raketeck however believes that the foundation of functioning corporate governance is not only through formal documentation but also through the corporate culture within Raketeck and the corporate goal and the working methods within the Company.



## The Swedish Code of Corporate Governance

In combination with Raketeck's listing of shares on Nasdaq First North Premier Growth Market, Raketeck adopted the Swedish Code of Corporate Governance (the current Code is available on the Swedish Corporate Governance Board's website [www.corporategovernanceboard.se](http://www.corporategovernanceboard.se)). This is in line with the Nasdaq First North Nordic – Rulebook, that stipulates the possibility to choose between the Swedish code or the local corporate governance code in the country where the Company is incorporated, i.e. Malta. It should however be noted that the Maltese and Swedish codes of corporate

governance share a number of similar or common principles.

The Code forms part of the self-regulation of the corporate sector and defines a norm for good corporate governance. The Code is based on the principle of "comply or explain", meaning that companies are not obliged to comply with every rule in the Code, but are allowed the freedom to choose alternative solutions, as long as every deviation is explained and described. The Code is applied in full by Raketeck, and in 2024 no deviations from the Code have been made.

## Memorandum and Articles of Association

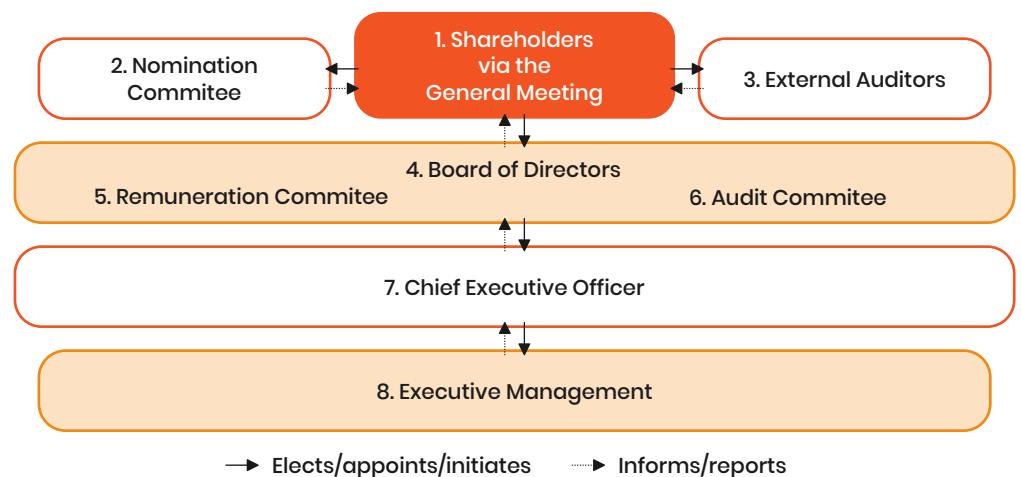
The Memorandum and Articles of Association establish the kind of business to be undertaken within Raketeck, the means by which the shareholders exercise control over the Board of Directors, the number of directors, auditors, and their responsibilities.

Further, the Articles cover limitations on the share capital and the number of shares within the Company and how a General Meeting notice is announced, where General Meetings shall be held and deciding the total permitted number of

board members. The current Articles of Association, adopted at the Annual General Meeting (AGM) on 17 May 2022, along with the proposed new Articles of Association submitted for approval at the AGM on 20 May 2025, are available on the Company's website, [www.raketeck.com](http://www.raketeck.com).

The Company may amend its Memorandum and Articles of Association by an extraordinary resolution in terms of Article 79 (1) of the Maltese Companies Act (Chapter 386 of the Laws of Malta).

## Raketeck's Corporate Governance Structure



## 1 The shareholders and General Meetings

Raketeck was listed on Nasdaq First North Premier Growth Market on 29 June 2018.

Raketeck's share capital amounted to € 90,448.45, divided between a total of 45,224,227 shares held by 2,405 shareholders as at 31 December 2024. The Company has one class of shares, and any purchases or sales of own shares are carried out over the stock exchange. The Articles of Association do not impose any restrictions on voting rights, all shares have equal rights (one vote per share) and an equal contribution to the Company's capital and profit.

### 1. General meeting

General Meetings are Raketeck's highest decision making body of the Company. Raketeck encourages all shareholders to participate, in order to exercise their influence on the Company. Each shareholder has the right to participate in the general meetings and to vote according to the number of shares owned. Shareholders who are not able to attend in person may exercise their rights by proxy.

Every year, the Company shall hold an AGM within six months of the end of the financial year. All General Meetings are usually held in Stockholm or in Malta, in accordance with the decisions of the Board of Directors. The date and venue for the AGM will be announced in connection with the third interim report each year. A public notice of the AGM is published no later than four weeks prior to the meeting.

The AGM's mandatory duties include making decisions on:

- appropriation of profits and dividends,
- election of the Board of Directors and auditors,
- determination of fees for the Board members and the auditors and
- principles for the appointment of the Nomination Committee at the following AGM.

All shareholders registered in the shareholder's register on a given record day, and who have notified their attendance in due time, have the right to participate in the meeting and vote in proportion with their holding of shares. Detailed information on how shareholders can raise a matter at the meeting and the deadline for making a request, is listed on the Company's website.

One or a combination of shareholders who hold 5% or more of the share capital, have a right to demand that a matter is added to the agenda for the General Meeting in accordance with Article 65 in the Articles of Association. The matter must be justified and include a proposed resolution in order to be presented at the General Meeting and be submitted no later than 46 days before the day of the General Meeting.

Resolutions at a General Meeting are usually passed with a simple majority of votes. However, in accordance with the Maltese Companies Act (Chapter 386 of the Laws of Malta), certain matters will require approval by a higher percentage of the votes and votes represented at the General Meeting.

### 2. Annual General Meeting 2024

The 2024 AGM was held on 16 May 2024 in St Julian's, Malta, where a total of 11,275,202 shares and votes were represented at the meeting, corresponding to 26.4% of the total amount of shares and votes in the Company. The minutes of the meeting, as well as other documentation from the meeting, are available on the Company's website. The meeting resolved to adopt the Board of Directors proposal for guidelines for remuneration to Senior Management and to adopt a long term incentive program. The program comprises of shares options which the participants are entitled to exercise to subscribe for shares in Raketeck after a three-year vesting period. The program comprises not more than 19 participants and a number of share options to be converted into an aggregate number of shares not exceeding 2.5% per cent of the share capital and votes of the Company.

### 3. Extraordinary General Meeting

An Extraordinary General Meeting was held on 26 June 2024 in Gzira, Malta, where a total of 7,007,225 shares and votes were represented at the meeting, corresponding to 16.4% of the total amount of shares and votes in the Company. The minutes of the meeting, as well as other documentation from the meeting, are available on the Company's website. It was unanimously resolved to authorize the Company to acquire its own shares, provided that the Company's holding of own shares could not exceed ten 10% of the Company's total issued share capital, and the Company could not purchase more than 4,271,531 shares. The authorization was made until the next annual general meeting taking place in 2025.

### 4. Annual General Meeting 2025

The 2025 AGM will take place at 13.00 CET on 20 May 2025, at the registered office of the Company, at St George's Business Centre – Level 7a, St George's Road, St Julian's, STJ 3203, Malta. Notification of the meeting will be issued on the Company's website, where required documents, such as the information providing the basis for decisions, will also be made available prior to the Meeting.

## 2 Nomination Committee

In line with the Code, the AGM resolves the principles for the Nomination Committee, the duties of which shall include proposals regarding candidates of members of the Board of Directors, the Chair of the Board of Directors, and appointment of the auditor. In addition, the Nomination Committee shall also propose remunerations for the Chair of the Board of Directors, other board members, the auditor and remuneration for work in Committees, if any.

The Nomination Committee shall be composed of five members, including one representative for each of the four largest shareholders and one board member independent of the Company's management. When a shareholder

who has appointed a member to the Nomination Committee is no longer one of the largest owners, due to a reduction in the said owner's shareholdings or an increase in another owner's shareholdings, the member appointed by the former largest shareholder will relinquish his/her place and will be replaced by a member appointed by the new largest shareholder (exception made if the change in the shareholding occurs later than four months prior to the AGM, in which case no change will be made). If any of the shareholders waives its right to appoint a representative, the right to appointment shall be transferred to the next largest shareholder in turn, after the abovementioned shareholders.

If a member of the Nomination Committee steps down voluntarily from the Committee before its work is completed, the shareholder who elected that member would appoint a successor, provided that the shareholder is still one of the four largest ones.

Unless the members agree otherwise, the Nomination Committee will be chaired by the member who represents the largest shareholder in terms of votes. However, a member of the Board of Directors will not be Chair of the Nomination Committee.

The term of the Nomination Committee shall be until a new Nomination Committee has been appointed. The names of the members of the Nomination Committee must be published no later than six months prior to the AGM. The proposals of the Nomination Committee are presented in the notice of the AGM and on the Company's website.

Candidates sought by the Nomination Committee are those that, together with the existing members, can provide the Board of Directors with the appropriate combination of skills and competence. This should include experience from executive positions in listed or similar companies, expertise in the gaming sectors or experience in related industries.



The 2025 Nomination Committee comprises:

Representative	Shareholders	Voting power in % as at 31 December 2024
Joel Lindeman, Chair of the Nomination Committee	Provobis Holding AB	9.51%
Erik Skarp	Skarp Invest Limited	7.41%
Edward Licari	Akterbog Holding Limited	7.37%
Martin Larsson	Chalex AB	5.74%
Ulrik Bengtsson (Chair of the Board of Directors of Raketeck)		0.22%

The Code stipulates that a majority of the members of the Nomination Committee are to be independent of the Company and its Executive Management. Further it stipulates that at least one member of the Nomination Committee is to be independent of the Company's largest shareholders in terms of votes. Neither the Chief Executive Officer, nor other members of the management team, can be members of the Nomination Committee.

### 3 Board of Directors

#### *3.1 Responsibilities and duties of the Board of Directors*

The Board of Directors is the most superior decision making body of the Company, next after the General Meeting. The Board has the ultimate responsibility for the management of the Company and for supervising its day-to-day management and activities in general. This includes developing the Company's strategy and monitoring its implementation, in order to represent the best interests of the Company and its shareholders. The duties of the Board are set forth in the Maltese Companies Act, the Company's Memorandum and Articles of Association, the Code and the Board instructions. Such regulations and instructions stipulate the mandatory tasks of the Board of Directors, which includes determining the Company's overall targets and strategies. Further, the duties include evaluating the CEO, ensuring that there are systems in place to monitor and control the operations and associated risks, ensuring that there is satisfactory control of the Company's regulatory compliance and

ensuring that the information issued by the Company is transparent, accurate, relevant and reliable. The Board also has a process for the monitoring and approval of related party transactions.

In accordance with the Company's Memorandum and Articles of Association, Raketeck's Board of Directors shall comprise of at least three and no more than six members. The AGM determines the precise number of members. A board member's seat applies until the end of the first AGM one year after the Board member was appointed, whereby the respective Board member is available for re-election.

The Board members are appointed through a simple majority vote represented at the General Meeting. In addition to this, the Board members have a right to fill vacancies and appoint new board members in the Company under certain conditions in accordance with Article 113 of the Company's Articles of Association. The shareholders may resolve to dismiss the Board member through a resolution at a General Meeting passed with a simple majority of votes represented at the General Meeting.

#### *3.2 Board of Directors 2024 and its remuneration*

The Board consists of six members: Ulrik Bengtsson (Chair), Erik Skarp, Clare Boynton, Marina Andersson, Patrick Jonker and Jon Moss. Ulrik Bengtsson, Erik Skarp, Clare Boynton, Marina Andersson and Patrick Jonker were re-elected during the 2024 AGM and Jon Moss was elected as new member of the Board at the same occasion. The members of the Board are presented in further details on pages 21-24.

Remuneration and other benefits to the Board and the Chair of the Board, including board committees, are decided at the AGM. At the AGM 2024, it was resolved that the total compensation for the Board members for the financial year 2024 shall amount to € 232,000. Further,

it was resolved that no director having an operational role in the Company or its subsidiaries under which the Director receives a salary or a consultancy fee shall receive any compensation for the work conducted as a member of the Board of Directors and any committee.

Board member	Ulrik Bengtsson	Erik Skarp	Clare Boynton	Marina Andersson	Patrick Jonker	Jon Moss
<b>Positions</b>	Chair of the Board	Board member	Board member	Board member	Board member	Board member
	Member committee: Nomination Remuneration (chair)	Member committee: Nomination Audit Remuneration	Member committee: Audit (chair) Remuneration	Member committee: Audit		
<b>Board fee</b>	€ 50 000	€ 30 000	€ 30 000	€ 30 000	€ 30 000	€ 30 000
<b>Committee fee</b>	€ 10 000	€ 6,000	€ 13,000	€ 3,000	-	-
<b>Independent in relation to the Company and its Executive Management</b>	Yes	Yes	Yes	Yes	Yes	Yes
<b>Independent in relation to major shareholders</b>	Yes	Yes	Yes	Yes	Yes	Yes
<b>Own and related parties' shareholdings as at 31 December 2024</b>	100,000	3,353,265	-	-	23,711	-

### 3.3 Board meetings 2024

The Board of Directors holds regular meetings each year, and during 2024 the Board held fourteen minuted meetings and one per capsulam meeting. The work of the Board follows a specific plan and all of the meetings held during the year followed an agenda that was provided to the Board members before the respective meeting together with relevant documentation.

The meetings comprise the CEO's review of developments within the operations, current issues concerning important events, the underlying operational performance, potential acquisitions and legal trends in the gaming market. At the meetings, the CFO reports on the financial performance of the Company. Other executives in the Group participate in Board meetings from time to time as

required, either to report on specific issues or to serve as secretary.

In addition, the Company's auditor reports their observations based on the performed audit of the financial statements and their assessment of the Company's internal procedures and controls. On a monthly basis, the Board also receives a detailed operational report of the Company's financial performance.

### 3.4 Independence of board members

The Code stipulates that the majority of the Board of Directors elected by the AGM must be independent of the Company and the Company's management and that at least two of the independent board members must also be independent in relation to the Company's major shareholders. A major shareholder is defined as controlling,

directly or indirectly, at least 10% of the shares or votes in the Company. The Board fulfils the Code's requirements of independence as the six board members are independent in relation to the Company and the Company's management. Out of these six independent board members, all six are also independent in relation to major Shareholders of the Company.

A board member may not take part in decisions where he/she is in any way, directly or indirectly, interested in a contract or arrangement. This comprises of decisions regarding agreements between a board member and the Company, agreements between the Company and third parties in which the board member has a material interest, as well as agreements between the Company and the legal entity that the Board member represents. Such director shall declare the nature of his/ her interest to the other directors either at the meeting of the directors at which such matter is first taken into consideration, or, if the director was not present at the date of that meeting interested in the contract or arrangement, at the next meeting of the directors held after he/she became so interested.

### *3.5 Evaluation of the Board and the CEO and management*

The Board of Directors is evaluated annually through anonymous questionnaires with the aim of developing the Board's working methods and efficiency. The result is reported to the Nomination Committee and lies as the foundation for the potential nomination of the Board of Directors. Performed evaluations during 2024 led to an overall conclusion that there is a well-balanced mix of competencies among the current Board of Directors and that the Board's performance and efficiency is found to be satisfactory.

The Board continuously evaluates the work of the CEO and Executive Management. The evaluation is done at least on a yearly basis or when needed and the result acts as the base for the structure of the Executive Management team going forward.

### *3.6 Board committees*

In addition to the above, the Board of Directors has appointed two sub-committees composed of board members: the Remuneration Committee and the Audit Committee. The Board has established and stipulated instructions for each committee.

Board member	Board meetings	Audit Committee	Remuneration Committee
Ulrik Bengtsson	14/14		3/3
Erik Skarp	13/14	5/5	3/3
Clare Boynton	14/14	5/5	3/3
Marina Andersson	14/14	5/5	
Patrick Jonker	14/14		
Jon Moss *	8/14		

\* Joined the Board of Directors following the AGM on 16 May 2024.

## **4 Remuneration committee**

The Remuneration Committee is comprised of Ulrik Bengtsson (Chair), Erik Skarp and Clare Boynton, who are all independent of the Company and its management. The primary duties of the Remuneration Committee include preparing matters regarding salary

and other remuneration benefits for the CEO and the Senior Management for decision by the Board. The Remuneration Committee also makes an independent assessment of ongoing and completed programmes for variable remuneration to the Executive Management.

During 2024, three meetings were held at



which all members assisted.

## 5 Audit committee

The Board's Audit Committee monitors the Company's financial reporting by examining important accounting matters and other factors that may affect the qualitative content of the financial reports. The Committee provides recommendations and proposals concerning the financial reporting. Further, the Committee monitors the effectiveness of the Company's internal control with regard to financial reporting, as well as the external auditors' impartiality and independence. The Committee evaluates the audit work and assists the Nomination Committee in appointing auditors. In addition, the Committee has regular contact with the auditors who regular reports on significant matters that have emerged from the statutory audit.

The Audit Committee shall consist of at least three members, of which at least one shall have accounting and auditing expertise. The Audit Committee comprised three members of the Board appointed by the Board:

Clare Boynton (Chair), Erik Skarp and Marina Andersson. All three members are independent of the Company and its Executive Management and also independent in relation to the Company's shareholders.

During 2024, five meetings were held at which all members assisted.

## 6 Auditors

The auditor is appointed by the AGM for the period until the end of the following year's AGM. At the AGM held on 16 May 2024, PricewaterhouseCoopers Malta was elected as the Company's auditor. Ian Curmi, Authorised Public Accountant and member of the Malta Institute of Accountants is the engagement leader. The auditors are accountable to the shareholders. They carry out an audit and submit an audit report

covering the Annual Report.

The auditor has the task of auditing Raketeck's Annual Report on behalf of the shareholders and making a statement on whether or not the Annual Report provides a true and fair view, according to IFRS as adopted by the EU and requirements according to the Maltese Companies Act (Chapter 386 of the Laws of Malta). In connection with the nine-month report, the auditor also conducts a review according to ISRE 2410. In addition, the auditor reports orally and in writing to the Audit Committee as to how their audit was conducted and their assessment of the Company's administrative order and internal control.

A resolution was passed at the 2024 AGM whereby it was confirmed that the Nomination Committee approved that the auditor's fee shall be payable in accordance with any invoice approved by the Remuneration Committee.

## 7 Chief Executive Officer

The CEO is appointed by the Board to lead the Company's day-to-day operations, for which the Board issues a mandate for the work of the CEO. There is a clear division of responsibilities between the Board and the CEO, which is set forth by the formal work plan for the Board and the CEO's instructions. In addition to instructions from the Board, the CEO is obliged to comply with the provisions of the Maltese Companies Act (Chapter 386 of the Laws of Malta).

The CEO leads the work of the Company and makes decisions with other members of the Executive Management team. At the end of 2024, there were five management executives, which the CEO appoints in consultation with the Board of Directors. The CEO is also a presenter at Board meetings and shall ensure that the Board's members are continuously sent the information needed to monitor the Company's position, performance, liquidity and development. The CEO's work is continuously evaluated by the Board in

accordance with the requirements of the Code. Johan Svensson is the CEO of the Company since January 2024.

## 8 Executive Management

The Executive Management holds regular operational meetings and ensures that the

day-to-day management of the Company is carried out. The Executive Management team consists of Chief Financial Officer Måns Svalborn, Chief Operating Officer Christian Lowe di Biase, Chief People Officer Dalia Turner and Managing Director US Ramma Sharifi.

The CEO and the Executive Management are presented on pages 25–28.

## Remuneration to Senior Management

At the 2024 AGM, it was resolved to approve the guidelines for remuneration of Senior Management for the period up until the next AGM. Senior Management refers to the CEO and the Executive Management team of Raketeck. The purpose of the guidelines is to ensure that Raketeck can attract, motivate and retain senior executives with the skills and experience required to achieve Raketeck's operational goals.

The remuneration offered by the Company shall be competitive and in line with market practice, as well as aligned with shareholders' interests. Remuneration to Senior Management shall consist of a fixed and variable salary. The Company also

offers a long-term incentive program for Senior Management staff members and other employees within the Company or its subsidiaries. These are designed with the aim of achieving increased alignment between the interest of the participating individual and those of the Company's shareholders. The established incentive programmes run over three years in line with the Code.

These components combined are intended to create a well-balanced remuneration model reflecting individual competences, responsibilities and performance, both short-term and long-term, as well as the Company's overall performance.

## Risk Management and Internal Control

### Internal control

The Board of Directors has the overall responsibility for the internal control of the Company and the Board ensures that the Company has sound risk management and an internal control system put in place that is appropriate to its activities. Internal control is the methods and processes put in place by Management and the Board through which the Company ensures the organisation meets its objectives and ensures its existence going forward. Effective and efficient internal control provides comfort for the Company's stakeholders in an efficient conduct of the Company's business, the safeguarding

of assets, the prevention and detection of fraud, the completeness and accuracy of financial records and the timely preparation of financial statements. Well working processes and controls reduce both the operational and financial risks as well as the risk of fraud – this is why internal control is imperative within the Company.

### Control environment

The control environment is fundamental to Raketeck's internal control regarding financial reporting and the organisational structure. Raketeck's internal control structure is based on a clear allocation of responsibilities and work assignments

between the Board, the CEO, Executive Management and the operational activity. The division of roles and responsibilities within the rules of procedure aim to facilitate an effective management of the Company's risk. The Board of Directors and Management establish the control environment through policies, procedures, processes, standards and structures providing the basis for carrying out internal controls at Raketech. These steering documents include the Board's instruction, the CEO's instruction, Risk Management policy, Communication policy, Insider policy and the Code of Conduct. Governing documents and detailed process descriptions are communicated via established information and communication channels and are therefore available and known to the staff within Raketech.

Raketech has established an Audit Committee, in line with the Code, which is tasked with monitoring the effectiveness and efficiency of the Company's internal control and risk management. The resulting control environment has a pervasive impact on the overall system of internal control.

## Risk assessment

Risk assessment is a vital part of the internal control process and comprises identification and management of the risks that may affect financial reporting, as well as the control activities aimed at preventing, detecting and correcting errors and deviations.

The identified risks shall be assessed on what the impact will be if a situation arises that triggers the risk. It should be defined if the risks are considered, significant, moderate or limited. Also, the identified risks shall be assessed on how likely they are to occur within five years from the date of the risk assessment.

Based on the risk identification and assessment performed, internal controls shall be designed to cover the risks where

applicable. The internal controls shall be phrased as requirements in order to describe the minimum level of efforts expected to establish an effective internal control environment throughout the different business processes. Particular focus is placed on the risk of fraud and the risk of loss or embezzlement of assets.

During the year, Raketech mapped and assessed the most significant risks in relation to financial reporting, legal and compliance as well as operational risks. Further, intangible assets are assessed on a continuous basis against the return they generate in order to ensure that the values reported in the Company's financial statements are correct. The Company operates through these intangible assets which is why the performance of impairment assessments is vital.

Performed risk assessments are presented to the Audit Committee and subsequently to the Board who ensures that sufficient risk assessments are carried out prior to all decisions of a material nature. The Board and the Executive Management deals with the outcome of the Company's procedures for risk assessment and identifies, when appropriate, any action that needs to be taken.

## Control activities

Various control activities are incorporated in the Company's system and procedure, including the financial reporting process. These control activities are aimed at preventing, detecting and correcting errors and deviations. One of the major control activities within the Company is the instructions, to which the Company ensures that the staff concerned are aware of and have access to instructions of significance to the tasks performed. Further, high information security is a precondition for good internal control of financial reporting.

As part of the quality control work for financial reporting, the Board has set up an Audit Committee as a control activity, that processes crucial accounting matters and the financial reports produced.



## Information and Communication

The Company has information and communication channels with the aim of achieving completeness and correctness in its financial reports, all of which is described in the Company's Communication Policy. The internal communication between the Board of Directors and Executive Management takes place through the board meetings but also through the Company's internal portal where financial and operational information is shared between the Executive Management and the Board of Directors. Internal communication between Executive Management and the rest of the organisation mainly takes place through monthly meetings but also through special workshops held within the Company. All policies are uploaded on the internal Group portal where these can be accessed.

The Company's CEO has, on behalf of the Board, been given the overall responsibility for managing and handling

insider information.

### Monitoring/follow-up

In line with the Company's Risk policy, compliance and effectiveness of internal control are continuously monitored and evaluated. The effectiveness of the controls is to be assessed by defined persons throughout the organisation. The evaluation is led by the Company's CFO and the results are to be compiled by the CFO and presented to the Executive Management team and the Board of Directors.

Both Executive Management and the Board regularly receive reports that includes sales, monthly income statements and cash flow reports, including management's comments on operational trends. Furthermore, review and approval of policies are done on a yearly basis by the Board.

## Internal Audit

Raketeck has chosen not to establish a formal internal audit function in the Company but rather opted to focus on implementing a process for identification of risks, the establishment of controls and a self-evaluation of controls. The framework in itself, the results and the outcomes are reviewed by the Executive

Management and the Board of Directors. The Audit Committee is responsible together with the Board for compliance in accordance with the established principles of internal control. The Audit Committee has full freedom to call for an external review of such controls within the Group if deemed necessary.

# Directors' Report

***The directors present their report and the consolidated and separate audited financial statements of Raketech Group Holding P.L.C (the “Group”) for the year ended 31 December 2024. The Group has five subsidiaries: Raketech Group Limited, Casumba Media Ltd, Infinileads S.L., Raketech US Inc. and P&P Vegas Group Inc.***

## Principal Activities

Raketech is a marketing tech group combining performance marketing and traditional performance-based affiliation by offering a wide portfolio of advertising space as well as data analysis tools to allow advertisers to maximise the value of their media spend. Customers span from sports streaming providers and game studios to the largest segment,

international betting and casino operators. Raketech also offers its services through SubAffiliation and provides data driven betting advice to consumers. Raketech's primary goal is to generate high quality leads and targeted advertisement space by providing relevant and engaging content to users interested in sports, casino and betting.

## Review of the Business 2024

### Financial key performance indicators

In 2024, Raketech reported revenues of € 61.2 million (€ 77.7 million). Adjusted EBITDA\* totalled € 15.7 million (€ 23.2 million), while EBITDA was € 14.7 million (€ 23.6 million). The year saw a decrease in Affiliation Marketing revenue which primarily was driven by the impact of Google's core update, which significantly affected Casumba. In Sweden, a tax increase impacted the market, however, asset performance remained stable to growing. Other regions showed similar stability and growth, with strong performance in sports assets, particularly during IPL and UEFA EURO 2024.

In paid SubAffiliation, Raketech Network

experienced growth in the first half of the year but faced challenges in the latter half due to operational difficulties among publishers. AffiliationCloud continued to strengthen publisher partnerships. Exclusive commercial agreements with operators were secured in Sweden and the US, requiring affiliates to use AffiliationCloud for these specific brands, with ongoing discussions for similar partnerships.

A comprehensive review of the operating model led to significant cost reductions when considering the cost base excluding variable publisher costs. Through targeted cost-cutting initiatives, efficiency improvements, and strategic realignment, the Company has streamlined operations while maintaining growth potential.

\* The Revaluation of financial liabilities at fair value through profit or loss of € 0.4 million in Q2 2023 is considered as non-recurring income. In 2024, redundancy costs of € 0.9 million were incurred due to the organisational restructuring and recognised as non-recurring costs.

A non-cash impairment charge of € 58.9 million (nil) was recognised in 2024, relating primarily to a reduction in the intangible book value of non-core assets acquired pre-IPO and the disposal of US assets.

For the year January to December 2024, finance costs in relation to borrowings have decreased to € 0.8 million (€ 1.4 million) as an effect of overall lower borrowings. Other finance costs of € 1.7 million (€ 2.7 million) represents an effect of discounting outstanding earnouts and is a non-cash affecting item. Raketeck Group Holding P.L.C is the Parent Company. Total operating costs amounted to € 9.7 million (€ 1.7 million). Loss for the year was € 9.2 million (profit € 4.7 million), impacted by a non-cash affecting impairment charge of the Company's investment in subsidiaries of € 8.2 million (nil).

#### *Going concern*

During the year, Raketeck has operated with a positive operating cash inflow. As at 31 December 2024, the Group's net current liability position significantly decreased to € 0.1 million (€ 10.0 million). During 2024, the Group continued to honour all of its existing obligations (including the settlement of earn-outs) and no amounts were deferred beyond the payment terms.

As disclosed in note 23, the Group has non-current amounts committed on acquisition amounting to € 21.1 million and has the possibility of extending the settlement of such amounts to 16 September 2026. It also has the option to partially settle the amount with shares in the ultimate parent company. The Group expects to meet its upcoming obligations primarily by way of its projected quarterly positive cash generation, the undrawn available facility as at 31 December 2024 (refer to note 22 for further information), and future other possible investing and financing options the Group may consider should the need arise.

The directors do not believe that any material uncertainty exists that could impact the going concern basis of preparation as a result of the Group's working capital deficiency as at 31

December 2024 and taking into account the upcoming obligations as referred to above.

#### *2024 Non-financial key performance indicators*

In 2024, Raketeck conducted a comprehensive assessment of its Affiliation Marketing assets to ensure alignment with the Company's core commercial and operational strengths. As part of this initiative, Raketeck established four strategic partnerships with experienced entrepreneurs. Under this model, the Company provides commercial agreements, sales, finance, reporting, data management, and technology, while partners focus on entrepreneurship, product development, content creation, SEO, and execution. Furthermore, significant cost-saving measures were implemented as part of this process, enhancing profitability and creating a scalable foundation for future growth.

AffiliationCloud demonstrated steady organic growth, strengthening publisher partnerships. Raketeck signed an exclusive commercial agreement in Sweden, requiring affiliates to use AffiliationCloud for a specific brand, and is actively pursuing similar collaborations with other operators. Additionally, the Company expanded its strategic footprint by finalising a partnership agreement with a major US operator through AffiliationCloud to manage their tier 2 and tier 3 affiliates. Raketeck also completed the sale of its US land-based betting tips advisory business, further streamlining US operations and refocusing on core strengths.

#### *Risk management and exposures*

The remote gaming industry, where the Group has its main customers, continues to undergo regulation. Raketeck operates in the emerging online gaming industry in both regulated and unregulated markets and is therefore subject to political and regulatory risk. Although Raketeck is a performance marketing company and not a gaming operator, the legislation concerning online



gambling could indirectly affect Raketeck's operations. Changes to existing regulations in various jurisdictions might impact the ability for the gaming operators to operate and accordingly, revenue streams from these customers may be adversely impacted. The Group may also be exposed to measures brought against customers by public authorities or others, which could be extended to any third-party having abetted the business of such gaming operators. The Group actively monitors regulatory changes and emerging topics within the European market, and also changes in the North American, South American and the Asian markets. If any new regulatory regimes come into force, the Group will conform with such marketing requirements. As the Group continues to embark on its strategy, the exposure to different regulatory frameworks continue to increase. In addition to the above, the Board of Directors also consider the following risks to be relevant to the Group:

- Operational risk which can arise in the SEO environment if search engines, such as Google, change their structure. Raketeck monitors algorithm changes on an ongoing basis, controls content

quality and that its websites are well-built, fast and up-to-date.

- Risk related to information security such as cyberattack or fraud as an effect of Raketeck operating in the digital space. The Group conducts constant monitoring to detect any security issues. The Group has a dedicated IT security team tasked with protecting against data breaches and similar weaknesses, based on defined security management processes

For the principal financial risks and exposures, refer to note 4 'Financial Risk Management' that details the key risk factors including credit risk, liquidity risk, market risk and the Group's approach towards managing these risks.

#### *Pledging of shares*

The contractual terms of the revolving credit facility with Bank of Valletta required Raketeck Group Holding P.L.C to pledge its entire shareholding in Raketeck Group Limited to the lender as collateral. The previous share pledge to Avida Finans AB was released in December 2024 when the facility was fully settled.

## **Results and Dividends**

The statement of comprehensive income is set out on page 45. No dividend has been declared during the year ended 31 December 2024 (€ 4.0 million).

The balance of accumulated losses amounting to € 7,882,457 (retained earnings of € 48,865,967) will be carried forward to the next financial year.

As for the Parent Company, the statement of comprehensive income is set out on page 77. No dividend has been declared during the year ended 31 December 2024. The balance of accumulated losses amounting to € 3,373,525 (retained earnings of € 5,801,586) will be carried forward to the next financial year.

## **Events after the Reporting Period**

On 20 March it was announced that Ulrik Bengtsson will step down as Chairman and board member. He will remain available for re-election at Raketeck's AGM in May and is committed to stay on until 30 July to assist with the transition period.

## Directors

The directors of the Group who held office during the year were:

Mr. Rolf Ulrik Bengtsson

Mr. Erik Johan Sebastian Skarp

Ms. Clare Marie Boynton

Ms. Marina Yurjevna Andersson

Mr. Patrick Jonker

Mr. Jonathan Charles Moss, appointed on 16 May 2024

The Company's Articles of Association do not require any directors to retire.

## Statement of Directors' Responsibilities for the Financial Statements

The directors are required by the Maltese Companies Act (Cap. 386) to prepare financial statements which give a true and fair view of the state of affairs of the Group and the Company as at the end of each reporting period and of the profit or loss for that period. In preparing the financial statements, the directors are responsible for:

- a. ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- b. selecting and applying appropriate accounting policies;
- c. making accounting estimates that are reasonable in the circumstances;
- d. ensuring that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business as a going concern.

The directors are also responsible for designing, implementing and maintaining internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Maltese Companies Act (Cap. 386). They are also responsible for safeguarding the assets of the Group and Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities, maintaining internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Maltese Companies Act (Cap. 386). They are also responsible for safeguarding the assets of the Group and Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the Board:

Registered office:

**Patrick Jonker**  
Director

**Clare Marie Boynton**  
Director

St George's Business Centre, Level 7  
Triq San Gorg  
San Giljan STJ 3203  
Malta



# Consolidated Financial Statements

Consolidated Income Statement / Consolidated Statement of Comprehensive Income	45
Consolidated Statement of Financial Position	46
Consolidated Statement of Changes in Equity	47
Consolidated Statement of Cash Flows	48
Notes to the Consolidated Financial Statements	49
Parent Company – Financial Statements	76



## Consolidated Income Statement

		Year ended 31 December	
	Notes	2024 €	2023 €
<b>Total revenue</b>	7	<b>61,175,692</b>	77,688,153
Publisher costs		(21,462,752)	(27,714,529)
Other direct costs relating to fixed fees and commission revenue		(4,934,068)	(5,044,583)
Employee benefit expense	8	(9,672,762)	(9,967,582)
Depreciation and amortisation	14, 15, 16	(10,819,257)	(11,942,131)
Impairment on intangible assets	14	(58,878,449)	-
Movement in loss allowance on trade receivables	4	(32,108)	(89,155)
Bad debts written-off	4	(279,067)	(74,669)
Other operating expenses	10	(10,123,988)	(11,596,614)
<b>Total operating expenses</b>		<b>(116,202,451)</b>	(66,429,263)
Revaluation of financial liabilities at fair value through profit or loss	23	-	405,128
<b>Operating (loss)/profit</b>		<b>(55,026,759)</b>	11,664,018
Loan finance costs	11	(847,573)	(1,448,577)
Other finance costs	11	(1,687,119)	(2,738,736)
<b>(Loss)/profit before tax</b>		<b>(57,561,451)</b>	7,476,705
Current tax expense	12	(888,759)	(680,951)
Deferred tax credit/(expense)	12, 21	1,901,786	(186,935)
<b>(Loss)/profit for the year</b>		<b>(56,548,424)</b>	6,608,819
<b>(Loss)/profit for the year attributable to owners of the parent</b>		<b>(56,548,424)</b>	6,608,819
<b>Earnings per share attributable to the equity holders of the parent during the year</b>			
<b>Earnings per share before dilution (in EUR)</b>		<b>(1.31)</b>	0.16
<b>Earnings per share after dilution (in EUR)<sup>1</sup></b>		<b>(1.05)</b>	0.13

## Consolidated Statement of Comprehensive Income

		Year ended 31 December	
		2024 €	2023 €
<b>(Loss)/profit for the year</b>		<b>(56,548,424)</b>	6,608,819
<b>Other comprehensive income</b>			
<b>Items that may be reclassified to profit or loss</b>			
Currency translation adjustments taken to equity		410,936	(604,259)
<b>Total other comprehensive income for the year</b>		<b>410,936</b>	(604,259)
<b>Total comprehensive income for the year</b>		<b>(56,137,488)</b>	6,004,560
<b>Comprehensive income for the year attributable to owners of the parent</b>		<b>(56,137,488)</b>	6,004,560

<sup>1</sup> The option to partially settle Casumba Media's earnout with shares of Raketeck Group Holding P.L.C. has been reflected in diluted earnings per share and weighted average number of shares. For further details, refer to note 13.

## Consolidated Statement of Financial Position

		As at 31 December	
	Notes	2024 €	2023 €
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	14	–	1,206,315
Intangible assets	14	69,013,304	139,294,123
Right-of-use assets	15	628,650	101,587
Property, plant and equipment	16	298,501	101,410
Deferred tax asset	21	430,934	290,767
<b>Total non-current assets</b>		<b>70,371,389</b>	<b>140,994,202</b>
<b>Current assets</b>			
Trade and other receivables	17	8,665,176	11,834,947
Cash and cash equivalents	18	4,529,620	13,459,483
<b>Total current assets</b>		<b>13,194,796</b>	<b>25,294,430</b>
<b>TOTAL ASSETS</b>		<b>83,566,185</b>	<b>166,288,632</b>
<b>Equity &amp; Liabilities</b>			
<b>Equity</b>			
Share capital	19	90,448	85,430
Share premium	19	51,446,190	48,951,541
Currency translation reserve		646,362	235,426
Other reserves	20	1,204,733	1,159,791
(Accumulated losses)/Retained earnings		(7,682,457)	48,865,967
<b>TOTAL EQUITY</b>		<b>45,705,276</b>	<b>99,298,155</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	22	1,268,824	–
Deferred tax liabilities	21	1,786,809	3,570,961
Amounts committed on acquisition	23	21,057,986	28,170,006
Lease liability	15	483,440	–
<b>Total non-current liabilities</b>		<b>24,597,059</b>	<b>31,740,967</b>
<b>Current liabilities</b>			
Borrowings	22	397,674	9,833,975
Amounts committed on acquisition	23	7,948,510	18,290,592
Trade and other payables	24	3,894,886	6,568,015
Current tax liabilities		864,510	448,551
Lease liability	15	158,270	108,377
<b>Total current liabilities</b>		<b>13,263,850</b>	<b>35,249,510</b>
<b>TOTAL LIABILITIES</b>		<b>37,860,909</b>	<b>66,990,477</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>83,566,185</b>	<b>166,288,632</b>

The notes on pages 49 to 75 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 44 to 75 were approved for publication by the Board of Directors on 11 April 2025 and were signed on the Board of Directors' behalf by:

Patrick Jonker  
Board member

Clare Marie Boynton  
Board member

## Consolidated Statement of Changes in Equity

	Notes	Share capital	Share premium	Currency translation reserve	Other reserves	(Accumulated losses)/ Retained earnings	Total equity attributable to owners of the Company
		€	€	€	€	€	€
Balance at 1 January 2024		85,430	48,951,541	235,426	1,159,791	48,865,967	99,298,155
<b>Comprehensive income</b>							
Loss for the year		-	-	-	-	(56,548,424)	(56,548,424)
Other comprehensive income							
Currency translation adjustments taken to equity		-	-	410,936	-	-	410,936
<b>Total comprehensive income</b>		<b>-</b>	<b>-</b>	<b>410,936</b>	<b>-</b>	<b>(56,548,424)</b>	<b>(56,137,488)</b>
<b>Transactions with owners</b>							
Issue of share capital	19	5,018	2,494,649	-	-	-	2,499,667
Equity-settled share-based payments	20	-	-	-	44,942	-	44,942
<b>Total transactions with owners</b>		<b>5,018</b>	<b>2,494,649</b>	<b>-</b>	<b>44,942</b>	<b>-</b>	<b>2,544,609</b>
<b>Balance at 31 December 2024</b>		<b>90,448</b>	<b>51,446,190</b>	<b>646,362</b>	<b>1,204,733</b>	<b>(7,682,457)</b>	<b>45,705,276</b>
Balance at 1 January 2023		84,638	48,587,112	839,685	920,960	46,235,144	96,667,539
<b>Comprehensive income</b>							
Profit for the year		-	-	-	-	6,608,819	6,608,819
<b>Other comprehensive income</b>							
Currency translation adjustments taken to equity		-	-	(604,259)	-	-	(604,259)
<b>Total comprehensive income</b>		<b>-</b>	<b>-</b>	<b>(604,259)</b>	<b>-</b>	<b>6,608,819</b>	<b>6,004,560</b>
<b>Transactions with owners</b>							
Issue of share capital	19	792	364,429	-	-	-	365,221
Equity-settled share-based payments	20	-	-	-	238,831	-	238,831
Dividends paid	25	-	-	-	-	(3,977,996)	(3,977,996)
<b>Total transactions with owners</b>		<b>792</b>	<b>364,429</b>	<b>-</b>	<b>238,831</b>	<b>(3,977,996)</b>	<b>(3,373,944)</b>
<b>Balance at 31 December 2023</b>		<b>85,430</b>	<b>48,951,541</b>	<b>235,426</b>	<b>1,159,791</b>	<b>48,865,967</b>	<b>99,298,155</b>

The notes on pages 49 to 75 are an integral part of these consolidated financial statements.

## Consolidated Statement of Cash Flows

		Year ended 31 December	
	Notes	2024 €	2023 €
<b>Cash flows from operating activities</b>			
(Loss)/Profit before tax		(57,561,451)	7,476,705
Adjustments for:			
Depreciation and amortisation	14, 15, 16	10,819,257	11,942,131
Impairment on intangible assets	14	58,878,449	-
Loss allowance	4	32,108	89,155
Bad debts written-off	4	279,067	74,669
Net finance cost	11	2,534,692	4,187,313
Equity-settled share-based payment transactions	20	44,942	238,831
Revaluation of financial liabilities at fair value through profit or loss	23	-	(405,128)
Loss on disposal of property, plant and equipment		3,274	2,828
Net exchange differences		(146,161)	(6,827)
		14,884,177	23,599,677
Net income taxes paid		(468,178)	(591,209)
Changes in:			
Trade and other receivables		3,966,738	(4,245,800)
Trade and other payables		(1,908,159)	2,259,539
<b>Net cash generated from operating activities</b>		<b>16,474,578</b>	<b>21,022,207</b>
<b>Cash flows from investing activities</b>			
Acquisition of property, plant and equipment	16	(324,448)	(42,638)
Acquisition of intangible assets	14	(15,780,840)	(4,866,255)
Payment of software development costs	14	(575,296)	(655,867)
Proceeds from sale of property, plant and equipment		8,953	6,360
Proceeds from sale of intangible assets		299,980	-
<b>Net cash used in investing activities</b>		<b>(16,371,651)</b>	<b>(5,558,400)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		-	365,221
Repayments of borrowings	22	(10,061,071)	(5,000,000)
Proceeds from drawdowns on borrowing	22	1,822,025	-
Dividends paid to shareholders	25	-	(3,977,996)
Lease payments	15	(173,642)	(133,513)
Interest paid		(676,004)	(1,251,890)
<b>Net cash used in financing activities</b>		<b>(9,088,692)</b>	<b>(9,998,178)</b>
Net movements in cash and cash equivalents		(8,985,765)	5,465,629
Cash and cash equivalents at the beginning of the year		13,459,483	8,060,505
Effects of exchange rate changes on cash and cash equivalents		55,902	(66,651)
<b>Cash and cash equivalents at the end of the year</b>	18	<b>4,529,620</b>	<b>13,459,483</b>

The notes on pages 49 to 75 are an integral part of these consolidated financial statements.



# Notes to the Consolidated Financial Statements

1. Reporting entity	50	16. Property, plant and equipment	68
2. Summary of material accounting policies	50	17. Trade and other receivables	69
3. Critical estimates and judgements	57	18. Cash and cash equivalents	69
4. Financial risk management	59	19. Share capital and share premium	69
5. Capital risk management	62	20. Other reserves	70
6. Fair values of financial instruments	62	21. Deferred tax	71
7. Revenue	62	22. Borrowings	72
8. Employee benefit expense	63	23. Amounts committed on acquisition	73
9. Share-based payments plan	63	24. Trade and other payables	73
10. Other operating expenses	64	25. Dividends	74
11. Finance cost	65	26. Related party transactions	74
12. Tax expense	65	27. Participation in group companies	74
13. Earnings per share	65	28. Cash flow information	75
14. Intangible assets	66	29. Events after the reporting period	75
15. Leasing	67	30. Comparative financial information	75

# 1

## Reporting entity

Raketeck Group Holding P.L.C is a public limited company and is incorporated in Malta. The consolidated financial statements include the financial statements of Raketeck Group Holding P.L.C and its subsidiaries, (together, the "Group" or the "Company"). Raketeck Group Holding Limited was incorporated on 29 September 2016 under the terms of the Maltese Companies Act (Cap. 386). Subsequently, on 13 February 2018 the Company changed its legal status from a private limited company to a public limited company, and as a result changed its name to Raketeck Group Holding P.L.C.

# 2

## Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Raketeck Group Holding P.L.C and its subsidiaries.

### 2.1 Basis of preparation

#### 2.1.1 Compliance with IFRS

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and the requirements of the Maltese Companies Act (Cap. 386). They have been prepared under the historical cost convention as modified by the revaluation of financial liabilities at fair value through profit or loss. The principal accounting policies adopted in the preparation of these financial statements are set out below. Amounts or figures in parenthesis indicate comparative figures for the financial year 2023.

#### 2.1.2 Going concern

During the year, Raketeck has operated with a positive operating cash inflow. As at 31 December 2024, the Group's net current liability position significantly decreased to € 0.1 million (€ 10.0 million). During 2024, the Group continued to honour all of its existing obligations (including the settlement of earn-outs) and no amounts were deferred beyond the payment terms.

As disclosed in note 23, the Group has non-current amounts committed on acquisition amounting to € 21.1 million and has the possibility of extending the settlement of such amounts to 16 September 2026. It also has the option to partially settle the amount with shares in the ultimate parent company. The Group expects to meet its upcoming obligations primarily by way of its projected quarterly positive cash generation, the undrawn available facility as at 31 December 2024 (refer to note 22 for further information), and future other possible investing and financing options the Group may consider should the need arise.

The directors do not believe that any material uncertainty exists that could impact the going concern basis of preparation as a result of the Group's working capital deficiency as at 31 December 2024 and taking into account the upcoming obligations as referred to above.

#### 2.1.3 Changes in accounting policies

The new and amended standards issued by IASB effective from 2024, were not deemed to have a significant impact on the Group's financial statements.

#### 2.1.4 Standards, interpretations and amendments to published standards effective 1 January 2024

There are no standards, amendments to standards or interpretations that are effective for annual period beginning on 1 January 2024 that have a material effect on the Group's and the Company's recognition, measurement and presentation of items within these financial statements.

#### 2.1.5 Standards, interpretations and amendments to published standards not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Company. Other than in the case of IFRS 18 Presentation and Disclosure in Financial Statements, these standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

IFRS 18 supersedes IAS 1 Presentation of Financial Statements and focuses on enhancing how primary financial statements are presented. A key change is a revised format for the income statement, with IFRS 18 mandating:

- revenues and expenses within the income statement to be categorised into the operating, investing, and financing categories – taxes and discontinued operations will continue to be reported separately; *and*
- sub-totals for operating profit (loss) and earnings before interest and taxes will need to be presented.

Beyond the income statement changes, IFRS 18 also mandates increased disclosures regarding management-defined performance indicators, establishes new criteria for aggregating and disaggregating information, and revises the statement of cash flows. The new requirements for the statement of cash flows include eliminating certain classification choices for items like interest paid, interest received, dividends paid, and dividends received, and requiring the operating profit as the starting point for the indirect method presentations.

Subject to endorsement by the EU, IFRS 18 is effective for periods beginning on or after 1 January 2027, with early adoption allowed. Retrospective application is required and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18. The directors are currently assessing the potential impact of this new standard on the financial statements.

## 2.2 Foreign currency translation

### *a) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in EUR ("€"), which is the Group's presentation currency and the functional currency of the Parent Company and all its subsidiaries with exception of Raketeck US Inc., P&P Vegas Group Inc. and Raketeck Inc. with a functional currency in USD ("\$").

### *b) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign exchange gains and losses are presented in the

statement of profit or loss on a net basis. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

### *c) Group companies*

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates, *and*
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

## 2.3 Principles of consolidation

### *2.3.1 Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transactions provide evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 2.3.2 Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

## 2.4 Revenue recognition

In line with IFRS 15 the Group recognises revenue when the customer obtains control of a performance obligation and has the ability to direct the use and obtain the benefits of the performance obligation and when specific criteria have been met for each of the Group's activities as described below. The amount of revenue comprises the fair value of the consideration received or receivable from transactions in the ordinary course of the Group's activities. Refer to note 2.10.2 for further details about the payment terms offered to the customers.

The Group's revenue is primarily derived from online and affiliate marketing; it consists of revenue generated in the form of commissions on players directed or referred to iGaming operators, as well as advertising fees charged to iGaming operators who want additional exposure on the Group's websites. The Group only earns commissions from affiliate marketing agreements once an individual deposits money or places a bet with the operators.

Following the acquisitions of P&P Vegas Group Inc. and A.T.S. Consultants Inc. in 2021, betting tips and subscriptions form an additional B2C revenue stream.

#### a. Commission income

Commission arrangements with iGaming operators take the form of one, or both, of the following:

**Revenue share** | When the Group enters a revenue share arrangement it receives a share of the revenues that the iGaming operator has generated as a result of a referred player playing on the operator's site. Revenue is recognised in the month that it is earned by the respective operator.

**Cost per acquisition ('CPA')** | CPA deals are arrangements in which iGaming operators remit a onetime fee for each referred player who deposits money on the operator's iGaming site. CPA contracts consist of a pre-agreed rate with the client. Revenue from such contracts is recognised in the month in which the deposits are made.

#### b. Flat fees

The Group also generates revenues by charging a fixed fee to customers that would like to be listed and critically reviewed on the Group's websites as well as through advertising revenue whereby an advertising space is sold to gaming operators who wish to promote

their brands more prominently on one of the many sites the Group has to offer. Such revenue is apportioned on an accrual basis over the whole term of the contract.

#### c. Betting tips and subscription income

Betting tips are offered to end users on various sports events. Revenue is generated by providing expert advice on a specific sports event or through a periodic subscription fee. Such revenue is recognised in the period to which it relates. All revenue generated from the various acquisitions and through the different marketing methodologies is being treated as one revenue segment in line with internal management reporting.

## 2.5 Income tax

The income tax expense or credit for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Group and Company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised, or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group and Company are able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.



Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## 2.6 Leases

Under IFRS 16 a contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group recognises a right-of-use asset and a lease liability on the lease commencement date.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability, adjusted for any lease payments made on or before the commencement date. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The right-of-use asset is periodically adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid on the commencement date, discounted using the Group's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

During 2021, the Group entered into a new long-term lease agreement for a US office and applied IFRS 16 accordingly. The lease for the US operations was terminated during the third quarter of 2024 and the lease liability and right-of-use assets were written off.

During the third quarter of 2024, the Group entered into a new office lease agreement for the Malta based operations. Raketeck has applied IFRS 16, Leasing, using the simplified approach. Accordingly, on 1 July a lease liability and a right-of-use asset were recognised. Refer to note 15 for further details.

Payments associated with short-term leases of buildings and equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment.

## 2.7 Impairment of assets

Goodwill and intangible assets that have an indefinite

useful life are not subject to amortisation and are instead tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets, i.e. cash-generating units (CGU).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use, is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had previously been recognised.

## 2.8 Intangible assets

### *2.8.1 Recognition and measurement (intangible assets other than goodwill)*

Acquired intangibles are analysed between website and domains, player databases, software, other intellectual property and technical platform.

An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are initially measured at cost. The cost of a separately acquired intangible asset comprises its purchase price and any directly attributable cost of preparing the asset for its intended use.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Costs associated with maintaining the technical platform for AffiliationCloud are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when

the following criteria are met:

- it is technically feasible to complete the technical platform so that it will be available for use;
- management intends to complete the technical platform and use or sell it;
- there is an ability to use or sell the technical platform;
- it can be demonstrated how the technical platform will generate probable future economic benefits;
- the expenditure attributable to the technical platform during its development can be reliably measured;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.

Directly attributable costs that are capitalised as part of the technical platform include the technical platform development employees and outsourced consultants' fees. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Technical platform development costs recognised as assets are amortised over their estimated useful lives of five years.

Where the cost of acquisition includes contingent consideration, cost is determined to be the current fair value of the contingent consideration as determined on the date of acquisition. Any subsequent changes in estimates of the likely outcome of the contingent event are reflected in the statement of financial position against the intangible asset's carrying amount. The cost of acquisition of intangible assets for which the consideration comprises an issue of equity shares is calculated as being the fair value of the equity instruments issued in the transaction.

Intangible assets are derecognised on disposal or when no future economic benefits are expected from their use or disposal. Gains or losses arising from derecognition represent the difference between the net disposal proceeds, if any, and the carrying amount, and are included within 'other income/ (expense)' in the statement of comprehensive income in the year of derecognition.

### 2.8.2 Recognition and measurement (Goodwill)

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised, but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount

of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

### 2.8.3 Amortisation of intangible assets

Intangible assets with a finite useful life are amortised over their useful life and reviewed for impairment whenever there is an indication that the asset may be impaired.

The estimated useful lives of intangible assets are as follows:

#### Useful life

Websites and domains	Indefinite
Player databases	3 years
Software	3 years
Other intellectual property	3 years
Technical platform	5 years

The estimated useful life and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period.

Intangible assets with indefinite useful lives are not systematically amortised and are instead tested for impairment (note 2.7). The cost to renew domains is relatively inexpensive. This together with the Group's commitment to continue managing these domains means that there is an expectation that future economic benefits from these intangible assets will continue to flow to the Group over an indeterminable period. The useful life of these assets is reviewed annually to determine whether their indefinite life assessment continues to be supportable. If the events and circumstances do not continue to support the assessment, the change in the useful life assessment from indefinite to finite is accounted for prospectively as a change in accounting estimate and on that date the asset is tested for impairment. Commencing from that date, the asset is amortised systematically over its useful life.

## 2.9 Property, plant and equipment

### 2.9.1 Recognition and measurement

Items of property, plant and equipment are stated at historical cost less depreciation. Historical cost

includes expenditure that is directly attributable to the acquisition of the items. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting periods. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within 'other income/ (expense)' in the statement of comprehensive income in the period of derecognition.

#### 2.9.2 Depreciation of property, plant and equipment

Items of property, plant and equipment are depreciated over their useful life and reviewed for impairment whenever there is an indication that the asset may be impaired (note 2.7). Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

#### Useful life

Leasehold improvements	3 years
Office equipment	3 years
Furniture and fixtures	5 years

## 2.10 Financial assets

The Group classifies its financial assets as financial assets measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The Group reclassifies debt investments only when its business model for managing those assets changes.

The Group recognises a financial asset when it becomes a party to the contract and has a legal right to receive cash. At initial recognition, the Group measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/ (losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### 2.10.1 Cash and cash equivalents

Cash and cash equivalents are initially carried in the statement of financial position at fair value and subsequently measured at amortised cost. In the statement of cash flows, cash and cash equivalents comprise deposits held at call with banks and e-wallets.

#### 2.10.2 Trade and other receivables

Trade receivables are amounts due from operators in the iGaming and media sector for transactions and services performed in the ordinary course of business (as described in note 2.4). They are generally due for settlement within 30 days and are therefore all classified as current. For assets where collection is expected after more than one year, these are classified as non-current.

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in note 4.2.2. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited against profit or loss.

## 2.11 Financial liabilities

The Group classifies its financial liabilities as financial assets measured at amortised cost.

#### 2.11.1 Trade and other payables

These amounts represent liabilities for goods and

services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 2.11.2 Borrowings

Borrowings are recognised initially at the fair value of proceeds received, net of transaction costs incurred, and subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

## 2.12 Share capital and share premium

Ordinary shares are classified as equity. Any excess of the issue price over the par value on shares issued is recognised as share premium. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable

incremental costs (net of income taxes), is deducted from equity attributable to the owners of Raketeck Group Holding P.L.C as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of Raketeck Group Holding P.L.C. Please refer to note 19 for further detail.

## 2.13 Share-based payments

The Group's strategy to pursue its objective includes the acquisition of intangible assets. Certain acquisitions have resulted in the agreement by the Group to partially settle the purchase price through the transfer of shares in Raketeck Group Holding P.L.C to the sellers. The Group measures the acquired intangible assets at their fair value at the acquisition dates and recognises an equivalent increase in other equity. The related amounts previously recognised in the other equity are credited to share capital (nominal value) and share premium when Raketeck Group Holding P.L.C issues new shares in settlement of the obligation to deliver shares to the sellers of the intangible assets.

## 2.14 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

## 2.15 Employee benefits

An Employer share incentive programme was introduced for certain key employees on 13 June 2024 in addition to the programmes introduced on 9 April 2018, 8 May 2019, 15 May 2020, 17 May 2021, 17 May 2022 and 5 June 2023. Through these share incentive programmes, key employees are granted share options. Share based compensation benefits are provided to employees via the value employee option plan. The market value and the price (option premium) have been determined using the Black-Scholes valuation model, the effect will be recognised over the vesting period which is of up to three years (note 9).

The fair value of options granted under the Raketeck Employee Option Plan is recognised as an employee



benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- a. including any market performance conditions (e.g. the entity's share price);
- b. excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- c. including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

## 2.16 Earnings per share

### *a. Basic earnings per share*

Basic earnings per share is calculated by dividing profit attributable to equity holders of the Parent Company by the weighted average number of ordinary shares in issue during the period.

### *b. Diluted earnings per share*

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume exercise of all dilutive potential ordinary shares.

## 2.17 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CEO and the Board of Directors. The CEO and the Board of Directors consider the Group to consist of one single segment, both from a business perspective and a geographical perspective in line with IFRS 8.

# 3

## Critical estimates and judgments

### 3.1 Significant estimates and judgements

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires directors to exercise their judgement in the process of applying the Group's accounting policies. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and other factors including expectations under the circumstances. Revisions to estimates are recognised prospectively.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included in other notes together with information about the basis of calculation for each affected line item in the financial statements.

In the opinion of the directors, the accounting estimates and judgements made in the course of preparing these consolidated financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1 except for:

- a. Impairment of Intangible assets with an indefinite useful life (including goodwill)
- b. Amounts committed on acquisition
- c. Impairment of trade receivables
- d. Taxation

#### *Impairment of Intangible assets with an indefinite useful life (including goodwill)*

IAS 36 requires management to undertake an annual test for impairment of intangible assets with an indefinite useful life. Impairment testing is an area involving

management judgement. It requires assessments as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections that have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain estimates are required to be made in respect of highly uncertain matters, including management's expectation of growth in revenues.

As a result of the Group's continuation to optimise its portfolio with a dedicated focus on core products and allocating resources to its most strategic areas, indicated that the recoverable amount of certain assets was lower than the carrying amount. As a result, during 2024, an impairment loss of € 58.9 million (nil) was recognised in the consolidated income statement. The impairment loss related primarily to non-core assets acquired pre-IPO and the disposal of US assets. The Group will continue to monitor these assets and carry out regular impairment testing. Refer to note 14 for additional details.

As at 31 December 2024, the concentration of Casumba assets in unregulated markets amounting to 33% and the US assets amounting to 2% of the Group's total intangible assets, give rise to vulnerability to adverse developments that may occur in relation to these markets.

Further disclosures on key assumptions are included in note 14.1.

#### *Amounts committed on acquisition*

Amounts committed on acquisition consist of contractual obligations resulting from the purchase of intangible assets from third parties. Some of the obligations have a predetermined value, while others include future payments of performance-based amounts. The latter are further referred to as contingent considerations. The fair value is calculated on the expected cash outflow on each purchase transaction. Estimates of future cash flows relating to this contingent consideration are done by management for each acquisition of assets based on their knowledge of the industry and historical experience and taking into account the economic environment at the time (note 23).

Contingent consideration is measured at fair value and is determined on the date of the acquisition and subsequently at each reporting date. As at 31 December 2024, amounts committed on acquisition included contingent consideration amounting to nil (€ 5.3 million) and € 29.0 million (€ 41.2 million) as fixed consideration. Note 23 further describes the amounts arising as a result of changes in estimates as well as the classification of the contingent consideration into current and non-

current.

#### *Impairment of trade receivables*

In line with the requirements of IFRS 9 for trade receivables, the Group applies the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance. The inputs into this calculation are judgmental and highly subjective and need to be constantly updated in light of payment patterns and current market conditions. Ongoing assessments are being carried out by management in determining the adequacy of the provisions at each reporting date. Refer to note 4.2 for further detail.

#### *Taxation*

As the Group operates in different jurisdictions, tax compliance becomes more complex, and applicable tax regulations may be interpreted differently by the respective authorities. Management reviews its intragroup charging mechanisms on a regular basis, and the need for updated transfer pricing assessments is considered as the Group's cross-border activity continues to evolve. The deferred tax assets include an amount of € 0.4 million (€ 0.7 million) which relates to carried-forward tax losses of the US subsidiaries. These subsidiaries have incurred the losses over the last three financial years. The group has concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets for the subsidiaries. The subsidiaries are expected to generate taxable income from 2025 onwards and will be utilised in 2026 and 2027. The losses can be carried forward indefinitely and have no expiry date.

## **3.2 Measurement of fair value**

A number of the Group's accounting policies and disclosures require the measurement of fair values. When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- a. Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b. Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- c. Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises contingent considerations measured at fair value within Level 3 of the fair value hierarchy and considers transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Significant unobservable inputs and valuation adjustments are regularly reviewed. Significant valuation issues are reported to the Group's audit committee.

## 4 Financial risk management

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context. The Group's activities potentially expose it to a variety of financial risks:

- a. credit risk;
- b. liquidity risk; and
- c. market risk (including foreign exchange, cash flow and fair value interest rate risk).

### 4.1 Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The management of the Group's financial risk is based on a financial policy approved by the directors and exposes the Group to a low level of risk. The Group provides principles for overall risk management.

### 4.2 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk at the end of the reporting period and is analysed as follows:

	2024	2023
	€	€
Cash and cash equivalents (note 18)	4,529,620	13,459,483
Trade receivables - gross (note 17)	3,316,750	4,757,888
Amounts due from related parties (note 17)	167,302	40,351
Other receivables (note 17)	1,613,766	198,322
Accrued income (note 17)	3,339,711	6,462,358
<b>Financial assets measured at amortised cost</b>	<b>12,967,149</b>	<b>24,918,402</b>
Loss allowance (note 17)	(345,247)	(312,535)
<b>Maximum exposure to credit risk</b>	<b>12,621,902</b>	<b>24,605,867</b>

#### 4.2.1 Risk management

Credit risk is managed on a Group basis. The Group has policies in place to ensure that it only deals with financial institutions with quality standing. As at 31 December 2023 and 2024, the majority of the Group's cash at bank was held with leading European financial institutions which have a credit rating of BBB or better as assessed by the international rating agency Standard and Poor's.

The Group usually extends 30-day credit to the different clients. The Group regularly monitors the credit extended to these operators and assesses their credit quality taking into account financial position, past experience and other factors. The Group monitors the performance of these financial assets on a regular basis to identify incurred collection losses which are inherent in the Group's receivables, taking into account historical experience in collection of accounts receivable. The Group does not hold any collateral as security in respect of its receivables.

#### 4.2.2 Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- a. trade receivables; and
- b. other financial assets carried at amortised cost.

While cash and cash equivalents (note 18) are also subject to the impairment requirements of IFRS 9, as the Group only works with financial institutions or payment intermediaries with high quality standing or rating, the identified impairment loss was immaterial.

#### a. Trade receivables

The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales generated during the year and the average historical loss incurred. The historical loss rates are adjusted to reflect current information. On that basis, the loss allowance as at 31 December 2024 for trade receivables was determined to be € 345,247 (€ 312,535).

Expected credit loss on receivables from trade receivables and amounts due from related parties can be specified as follows:

	Loss percentage	Gross receivable	Loss allowance	Net receivable
	€	€	€	€
<b>At 31 December 2024</b>				
Less than 30 days	0.1%	2,003,239	1,879	2,001,360
Between 30 to 60 days	0.7%	467,682	3,297	464,385
More than 60 days	33.6%	1,013,132	340,071	673,061
		<b>3,484,053</b>	<b>345,247</b>	<b>3,138,806</b>

<b>At 31 December 2023</b>				
Less than 30 days	0.1%	3,111,603	1,573	3,110,030
Between 30 to 60 days	0.3%	711,962	2,666	709,296
More than 60 days	35.3%	974,674	308,296	666,378
		<b>4,798,239</b>	<b>312,535</b>	<b>4,485,704</b>

The loss allowances for trade receivables as at 31 December 2024 and 2023 reconcile to the opening loss

allowances as follows:

	2024	2023
	€	€
Opening loss allowance at 1 January	<b>312,535</b>	223,764
Increase in loss allowance recognised in profit or loss during the year	<b>311,779</b>	163,440
Receivables written off during the year as uncollectable	<b>(279,067)</b>	(74,669)
<b>Closing loss allowance at 31 December</b>	<b>345,247</b>	312,535

Impairment losses are recognised in profit or loss as movement in loss allowance on trade receivables. Subsequent recoveries of amounts previously written off are credited against other expenses. The Executive Management does not consider that any individual customer or group of interdependent customers constitute any material concentration of credit risk with regard to accounts receivables.

## 4.3 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities which comprise borrowings, lease liabilities and trade and other payables (including amounts committed on acquisition). Liquidity risk is monitored at a group level by ensuring that sufficient funds are available to each subsidiary within the Group.

The approach to managing liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. This risk management process includes the regular forecasting of cash flows by the Group's management.

Management monitors liquidity risk by reviewing expected cash flows and ensures that no additional financing facilities are expected to be required over the coming year. The Company's liquidity risk is actively managed taking consideration of the matching of cash inflows and outflows arising from expected maturities of financial instruments, together with the Company's financing that it can access to meet liquidity needs. In this respect management does not consider liquidity risk to the Company as significant taking into account the liquidity management process referred to above.



The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining term at the end of the reporting period to the contractual maturity date. Balances in the table below represent the carrying value, as the impact of discounting is

not significant, except for the amounts committed on acquisition. These have been discounted to present value due to a lengthier maturity date.

Additional information regarding amounts committed on acquisition is disclosed in note 23.

	Carrying amount €	On demand €	Less than 1 year €	Between 1 and 2 years €	Between 2 and 3 years €	Over 3 years €
<b>At 31 December 2024</b>						
<b>Liabilities</b>						
Borrowings (note 22)	1,666,498	-	397,674	397,674	397,674	473,476
Lease liability (note 15)	641,710	-	158,270	178,372	198,881	106,187
Amounts committed on acquisition (note 23) <sup>1</sup>	29,006,496	-	7,948,510	21,057,986		-
Amounts payables to related parties (note 24)	8,575	8,575	-	-	-	-
Other trade and other payables (note 24) <sup>2</sup>	980,792	-	980,792	-	-	-
<b>Total liabilities</b>	<b>32,304,071</b>	<b>8,575</b>	<b>9,485,246</b>	<b>21,634,032</b>	<b>596,555</b>	<b>579,663</b>

<b>At 31 December 2023</b>						
<b>Liabilities</b>						
Borrowings (note 22)	9,833,975	-	9,833,975	-	-	-
Lease liability (note 15)	111,130	-	111,130	-	-	-
Amounts committed on acquisition (note 23) <sup>1</sup>	46,460,598	-	18,290,592	28,170,006		-
Amounts payables to related parties (note 24)	8,575	8,575	-	-	-	-
Other trade and other payables (note 24) <sup>2</sup>	1,076,809	-	1,076,809	-	-	-
<b>Total liabilities</b>	<b>57,491,087</b>	<b>8,575</b>	<b>29,312,506</b>	<b>28,170,006</b>	<b>-</b>	<b>-</b>

<sup>1</sup> The Group has the right to partially settle amounts committed on acquisition with shares in Raketeck Group Holding P.L.C.

<sup>2</sup> Excluding non-financial liabilities, being indirect taxes, taxes and current tax liabilities.

During the year, Raketeck has operated with a positive operating cash inflow. As at 31 December 2024, the Group's net current liability position significantly decreased to € 0.1 million (€ 10.0 million). During 2024, the Group continued to honour all of its existing obligations (including the settlement of earn-outs) and no amounts were deferred beyond the payment terms.

As disclosed in note 23, the Group has non-current amounts committed on acquisition amounting to € 21.1 million and has the possibility of extending the settlement of such amounts to 16 September 2026. It also has the option to partially settle the amount with

shares in the ultimate parent company. The Group expects to meet its upcoming obligations primarily by way of its projected quarterly positive cash generation, the undrawn available facility as at 31 December 2024 (refer to note 22 for further information), and future other possible investing and financing options the Group may consider should the need arise.

## 4.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. For the Group, market risk comprises foreign exchange risk, cash flow risk and fair value interest rate risk.

#### 4.4.1 Foreign exchange risk

Foreign exchange risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the respective group companies' functional currency. The Group's financial assets and financial liabilities are mainly denominated in EUR, which is the functional currency of the main operating subsidiary within the Group. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's international operating activities. The Group's revenues are mainly denominated in EUR and USD with limited revenues in SEK. Historically, exposure to currency fluctuations has not had a material impact on the Group's financial condition or results of operations. Accordingly, the directors of Raketech Group Holding P.L.C do not consider the Group to be significantly exposed to foreign exchange risk, and a sensitivity analysis for foreign exchange risk disclosing how profit or loss and equity would have been affected by changes in foreign exchange rates that were reasonably possible at the end of the reporting period is not deemed necessary.

#### 4.4.2 Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to cash flow interest rate risks arises mainly from current borrowings denominated in EUR. The Group regularly monitors its cash flow interest rate risk and considers it not to be significant in the context of the profits generated from its ongoing operations.

## 5 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern whilst maximising the return to shareholders through the optimisation of debt and equity balances. Strategies are expected to remain unchanged in the foreseeable future. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to

shareholders, issue new shares or sell assets.

The Group's equity, as disclosed in the statement of financial position, constitutes its capital. The Group maintains the level of capital by reference to its financial obligations and commitments arising from operational requirements. In view of the nature of the Group's activities, and the level of current borrowings, the capital level as at the end of the reporting period is deemed adequate by the directors.

## 6 Fair values of financial instruments

At 31 December 2024 and 2023 the carrying amounts of cash at bank, receivables, payables, borrowings and accrued expenses reflected in the financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

The carrying amounts of the borrowings is a reasonable approximation because it carries interest at EURIBOR rates.

## 7 Revenue

The Group targets end-users and generates revenue by driving organic traffic through various channels to generate customer leads for its business partners. The Group also generates revenue through acquisitions. All revenue generated via acquisitions and through the different marketing methodologies is categorised as one revenue segment in line with internal management reporting. The revenue for Raketech in 2024 and 2023, is further analysed as follows:

	2024	2023
	€	€
Revenue	61,175,692	77,688,153
Commissions	47,737,506	62,797,561
Flat fees	9,984,573	9,843,865
Betting tips and subscription income	3,453,613	5,046,727

# 8

## Employee benefit expense

	2024	2023
	€	€
Wages and salaries	8,078,639	9,215,926
Social security costs	865,045	619,163
Share-based payments	44,942	238,833
Termination benefits	919,902	40,915
Capitalised internally generated wages	(235,766)	(147,255)
	9,672,762	9,967,582

The average number of persons employed during the year:

	2024	2023
Management	6	6
Administration and operating	125	119
	131	125

# 9

## Share-based payments plan

The Group has implemented a total of seven share-based incentive programmes where certain key employees and consultants within the Group can be allotted a maximum number of option rights. The first four programmes released in 2018, 2019, 2020 and 2021 included a maximum of 491,346, 758,012, 561,204 and 561,204 option rights respectively. The programmes expired in 2021, 2022, 2023 and 2024, no participants had exercised their options for the 2018, 2019 and 2021 programmes and they lapsed as a result. For the programme released in 2020 six participants chose to exercise a total of 396,204 options.

There are currently three active programmes that were released under 2022, 2023 and 2024. Under the 2022 programme up to 1,080,000 options can be allotted, under the 2023 programme a maximum of 1,085,000 options can be allotted and under the 2024 programme

up to 1,095,000 options can be allotted, all free of charge. These correspond to, in total, a maximum of 3,260,000 new shares and a dilution amounting to approximately 7.21% (6.00%).

The options awarded under the 2022 programme were granted in two batches, the first one being on 17 May 2022 and the second one on 1 October 2022. The options were granted in three tranches and vest in three consecutive years starting on the respective grant date. The vested options can be exercised during a period of six months following the third anniversary from the date on which the same options were granted. The assessed fair value per option at 17 May 2022 and 1 October 2022 was SEK 3.54 and SEK 2.61 respectively.

The options awarded under the 2023 programme were granted on 15 June 2023. The options were granted in three tranches and vest in three consecutive years starting on the respective grant date. The vested options can be exercised during a period of six months following the third anniversary from the date on which the same options were granted. The assessed fair value per option at 5 June 2023 was SEK 3.81 per option.

The options awarded under the 2024 programme were granted on 13 June 2024. The options were granted in three tranches and vest in three consecutive years starting on the respective grant date. The vested options can be exercised during a period of six months following the third anniversary from the date on which the same options were granted. The assessed fair value per option at 13 June 2024 was SEK 1.04 per option.

The fair value at grant date is independently determined using the Black & Scholes Model that considers the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the option and the correlations and volatilities of the peer group companies.

The model inputs for options granted on 13 June 2024 included:

- number of periods to exercise the acquired options are 3 years
- exercise price: SEK 15.36
- grant date: From 13 June 2024
- expiry date: 13 December 2027 by the latest
- share price at 13 June 2024: SEK 9.58
- expected price volatility of the Company's shares: 34%
- risk-free interest rate: 3.0%

The impact of the above on the income statement for 2024 amounts to € 17,265 (nil).

The model inputs for options granted on 15 June 2023 included:

- number of periods to exercise the acquired options

- are 3 years
- b. exercise price: SEK 24.58
- c. grant date: From 15 June 2023
- d. expiry date: 15 December 2026 by the latest
- e. share price at 5 June 2023: SEK 18.08
- f. expected price volatility of the Company's shares: 42%
- g. risk-free interest rate: 3.0%

The impact of the above on the income statement for 2024 amounts to € 38,617 (€ 69,060).

The model inputs for options granted on 1 October 2022 included:

- a. number of periods to exercise the acquired options are 3 years
- b. exercise price: SEK 25.75
- c. grant date: From 1 October 2022
- d. expiry date: 1 April 2026 by the latest
- e. share price at 1 October 2022: SEK 16.70
- f. expected price volatility of the Company's shares: 40%
- g. risk-free interest rate: 2.70%

The impact of the above on the income statement for 2024 amounts to € 7,093 (€ 24,109).

The model inputs for options granted on 17 May 2022 included:

- a. number of periods to exercise the acquired options are 3 years
- b. exercise price: SEK 25.75
- c. grant date: From 17 May 2022
- d. expiry date: 17 November 2025 by the latest
- e. share price at 17 May 2022: SEK 18.68
- f. expected price volatility of the Company's shares: 40%
- g. risk-free interest rate: 2.70%

During 2024, a number of employees holding share options were terminated and the cost for non vested shares was credited to the income statement.

The impact of the above on the income statement for 2024 is nil (€ 68,808).

The model inputs for options granted on 17 May 2021 included:

- a. number of periods to exercise the acquired options are 3 years
- b. exercise price: SEK 24.25
- c. grant date: From 17 May 2021
- d. expiry date: 17 November 2024 by the latest
- e. share price at 17 May 2021: SEK 18.20
- f. expected price volatility of the Company's shares: 48%
- g. risk-free interest rate: 1.34%

During 2024, a number of employees holding share options were terminated and the cost for non vested shares was credited to the income statement.

The impact of the above on the income statement for 2024 is nil (€ 65,943).

The recipients of the offer within the 2022 programme there were fifteen recipients for a total of 1,080,000 options. For the 2023 programme seven recipients were allotted the total of the 1,085,000 options. For the 2024 programme fifteen recipients were allotted the total of the 1,095,000 options. Following the employment termination of five of the recipients during the year, 917,486 (210,573) share options were forfeited. The social security contributions payable in connection with the grant of the share options is considered an integral part of the grant itself, and the charge will be treated as a cash-settled transaction.

## 10 Other operating expenses

The Group's other operating expenses comprise the following:

	2024	2023
	€	€
Other staff costs	139,787	474,076
IT services	1,246,941	1,014,500
Consultancy services	5,101,497	6,353,848
Professional fees	536,378	810,022
Rent	196,334	247,030
Travelling and entertainment	478,473	543,349
Software licenses and subscriptions	1,266,599	1,217,971
Other expenses	1,157,979	935,818
	<b>10,123,988</b>	<b>11,596,614</b>

### 10.1 Auditor's fees

Fees (exclusive of VAT) charged by the auditor for services rendered during the financial years ended 31 December 2024 and 2023 relate to the following:

	2024	2023
	€	€
Annual statutory audit	122,270	111,500
Other assurance services	21,000	20,400
Tax advisory and compliance services	47,120	11,050
Other non-audit services	77,310	71,481
	<b>267,700</b>	<b>214,431</b>



# 11

## Finance cost

	2024	2023
	€	€
Loan finance costs (note 22)	847,573	1,448,577
Other finance costs (note 23)	1,687,119	2,738,736
	<b>2,534,692</b>	<b>4,187,313</b>

Please refer to note 22, Borrowings, for further information. Also refer to note 23 for the notional interest charged on amounts committed on acquisition.

# 12

## Tax expense

The tax charge for the years ended 31 December 2024 and 2023 comprises the following:

	2024	2023
	€	€
Current tax expense	888,759	680,951
Deferred tax expense	(1,901,786)	186,935
	<b>(1,013,027)</b>	<b>867,886</b>

The tax on the Group's results before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	2024	2023
	€	€
(Loss)/profit before tax	(57,561,451)	7,476,705
Tax calculated at domestic rates applicable to profits/losses in respective countries	(7,322,620)	465,751
Tax effect of:		
Income not subject to tax	-	(101,594)
Expenses not deductible for tax purposes	6,646,058	503,729
Final withholding tax	4,812	-
Unrecognised deferred tax	(341,277)	-
Tax (credit)/expense	<b>(1,013,027)</b>	<b>867,886</b>

# 13

## Earnings per share

### Basic earnings per share

	2024	2023
	€	€
Basic earnings per share	(1.31)	0.16
(Loss)/profit attributable to owners of the parent	(56,548,424)	6,608,819
Weighted average number of ordinary shares in issue	43,298,879	42,407,163

Basic earnings per share is calculated by dividing profit attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the year.

### Diluted earnings per share

	2024	2023
	€	€
Diluted earnings per share	(1.05)	0.13
(Loss)/profit attributable to owners of the parent	(56,548,424)	6,608,819
Weighted average number of shares after dilution	53,795,855	50,003,034

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume exercise of all dilutive potential ordinary shares. Adjustments for calculation of diluted earnings per share relate to share option programmes for 2022, 2023 and 2024 and the option to partially settle Casumba's earnout with shares in Raketech Group Holding P.L.C. 19,241,380 (5,569,778) shares in Raketech Group Holding P.L.C. as at 31 December 2024.

# 14

## Intangible assets

	Websites and domains €	Player databases €	Other intellectual property €	Technical platform €	Goodwill €	Total €
<b>At 1 January 2023</b>						
Cost	113,444,735	14,427,822	26,032,782	1,962,081	1,558,233	157,425,653
Accumulated amortisation and impairment	(40,798)	(8,735,037)	(15,498,216)	(686,435)	(344,359)	(25,304,845)
<b>Net book amount</b>	<b>113,403,937</b>	<b>5,692,785</b>	<b>10,534,566</b>	<b>1,275,646</b>	<b>1,213,874</b>	<b>132,120,808</b>
<b>Year ended 31 December 2023</b>						
Opening net book amount	113,403,937	5,692,785	10,534,566	1,275,646	1,213,874	132,120,808
Additions (including adjustments arising as a result of a change in estimates) <sup>1</sup>	5,771,177	4,223,478	10,024,769	2,387	-	20,021,811
Capitalised expenditure	-	-	-	653,480	-	653,480
Exchange differences	(527,280)	(18,429)	-	-	(7,559)	(553,268)
Amortisation charge	-	(3,791,562)	(7,491,900)	(458,931)	-	(11,742,393)
<b>Closing net book amount</b>	<b>118,647,834</b>	<b>6,106,272</b>	<b>13,067,435</b>	<b>1,472,582</b>	<b>1,206,315</b>	<b>140,500,438</b>
<b>At 31 December 2023</b>						
Cost	118,688,632	18,632,871	36,057,551	2,617,948	1,550,674	177,547,676
Accumulated amortisation and impairment	(40,798)	(12,526,599)	(22,990,116)	(1,145,366)	(344,359)	(37,047,238)
<b>Net book amount</b>	<b>118,647,834</b>	<b>6,106,272</b>	<b>13,067,435</b>	<b>1,472,582</b>	<b>1,206,315</b>	<b>140,500,438</b>
<b>Year ended 31 December 2024</b>						
Opening net book amount	118,647,834	6,106,272	13,067,435	1,472,582	1,206,315	140,500,438
Additions (including adjustments arising as a result of a change in estimates) <sup>1</sup>	(63,870)	(231,924)	(551,714)	-	-	(847,508)
Capitalised expenditure	-	-	-	575,296	-	575,296
Disposal	(2,087,056)	(183,078)	-	-	-	(2,270,134)
Reversal of accumulated amortisation upon disposal of assets	-	161,259	-	-	-	161,259
Amortisation charge	-	(3,367,666)	(6,594,874)	(593,734)	-	(10,556,274)
Impairment charge	(57,665,366)	-	-	-	(1,213,083)	(58,878,449)
Exchange differences	315,020	6,888	-	-	6,768	328,676
<b>Closing net book amount</b>	<b>59,146,562</b>	<b>2,491,751</b>	<b>5,920,847</b>	<b>1,454,144</b>	<b>-</b>	<b>69,013,304</b>
<b>At 31 December 2024</b>						
Cost	116,852,726	18,224,757	35,505,837	3,193,244	1,557,442	175,334,006
Accumulated amortisation and impairment	(57,706,164)	(15,733,006)	(29,584,990)	(1,739,100)	(1,557,442)	(106,320,702)
<b>Net book amount</b>	<b>59,146,562</b>	<b>2,491,751</b>	<b>5,920,847</b>	<b>1,454,144</b>	<b>-</b>	<b>69,013,304</b>

<sup>1</sup>Including adjustments arising as a result of a change in estimates of - € 847,508 (€ 20,019,424).

## 14.1 Intangible assets – amortisation and impairment

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ('CGUs'). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use, is based on the estimated future cash flows discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Management has concluded that the acquired websites and domains are a single cash-generating unit for the purposes of IAS 36. This conclusion is based on the fact that the performance and cash flows of the different assets is dependent on those generated by other assets and the Group monitors and manages its operations as one business unit.

The directors have evaluated website and domains as well as goodwill for impairment during the second and fourth quarter of 2024. The impairment review indicated that the carrying amount for both websites and domains as well as goodwill was higher than the recoverable amount and as a result an impairment charge of € 58.9 million (nil) was recognised in the consolidated income statement. The impairment loss related primarily to non-core assets acquired pre-IPO and the disposal of US assets.

The recoverable amount of the acquired website and domains was assessed on the basis of value-in-use calculations, and a detailed assessment was performed at the end of the reporting period. The Group's conclusion is that the recoverable amount is in line with the assets' carrying amount disclosed above. The recoverable amount was based on:

- the cash flow projections for 2025 based on the Board approved budget;
- the expected free cash flows for 2026 – 2029 (2025 – 2028) which include a revenue Compounded Annual Growth Rate ('revenue CAGR') of 4.92% (11.93%) over the period;
- an annual growth rate of 1.0% (1.0%) beyond these dates; *and*
- a post-tax discount rate of 13.5% (14.8%).

The discount rate is based on the Group's pre-tax weighted average cost of capital. Management's method for determining the values inherent to each significant assumption is based on experience and expectations regarding the performance of the markets in which the Group operates in (including regulatory considerations). Unfavourable developments in unregulated markets in which the Group operates may

subject the Group to higher risks with respect to the ongoing impairment assessments. The directors are satisfied that the judgements made are appropriate to the circumstances relevant to these assets and their cash-generation.

## 14.2 Sensitivity analysis

The Group's conclusion is that the recoverable amount of the single cash generating unit is highly sensitive to changes in key assumptions. The principal assumptions used in the impairment assessment relate to projected revenue growth, pre-tax discount rate and terminal growth rate. If the EBITDA CAGR over the years 2025 – 2029 had to decline by more than 7.6% impairment would most likely arise. This analysis does not incorporate any other potential changes in other assumptions used in the impairment assessment.

As at 31 December 2024, the concentration of Casumba assets in unregulated markets amounting to 33% and the US assets amounting to 2% of the Group's total intangible assets, give rise to vulnerability to adverse developments that may occur in relation to these markets.

# 15 Leasing

In July 2024, the Group entered into a new lease agreement for the Malta based operations and applied IFRS 16, Leasing, using the simplified approach. The lease runs for a period of four years, till June 2028, with an option to renew the lease for an additional six years upon the same terms and conditions in the original lease agreement. The decision whether the lease will be extended further, will be taken closer to end of term (June 2028). The Group recognises a right-of-use asset and a lease liability on the lease commencement date.

The liability is initially measured at present value of the remaining lease payments discounted using the Group's incremental borrowing rate. The applied rate of 6.65%, is the rate at which similar borrowing could be obtained from an independent financier under comparable terms and conditions.

The payments related to leasing have been allocated between the lease liability in the statement of financial position and finance cost in the statement of comprehensive income. The finance cost is allocated to each period during the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability.

The lease for the US operations was terminated during the third quarter of 2024 and the lease liability and right-of-use assets were written off.

	2024 €	2023 €
<b>Leasing liability</b>		
Opening balance	108,377	236,977
New lease liability	718,457	-
Lease liability write-off	(32,758)	-
Notional interest charge	18,988	10,169
Payments	(173,642)	(133,513)
Changes in the value of the lease liability due to changes in foreign exchange rates	2,288	(5,256)
<b>Leasing liability at 31 December<sup>1</sup></b>	<b>641,710</b>	<b>108,377</b>

<sup>1</sup> Of the total leasing liability of € 642 thousand (€ 108 thousand), € 483 thousand (nil) is long term and € 158 thousand (€ 108 thousand) is short term lease liabilities.

The short-term agreements for the Malta and Portugal offices were both terminated by 31 December 2024.

The right-of-use asset is initially measured at cost,

which comprises the initial amount of the lease liability, adjusted for any lease payments made on or before the commencement date. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The right-of-use asset is periodically adjusted for certain remeasurements of the lease liability.

	2024 €	2023 €
<b>Right-of-use assets</b>		
Opening balance	101,587	228,675
New right-of-use asset	718,457	-
Right-of-use asset write-off	(32,758)	-
Amortisation charge	(160,928)	(121,329)
Changes in the value of the right-of-use asset due to changes in foreign exchange rates	2,292	(5,759)
<b>Right-of-use assets at 31 December</b>	<b>628,650</b>	<b>101,587</b>

# 16

## Property, plant and equipment

	Leasehold improvements €	Office Equipment €	Furniture and fixtures €	Total €
<b>At 1 January 2023</b>				
Cost	-	262,464	5,956	268,420
Accumulated depreciation	-	(122,062)	(2,210)	(124,272)
<b>Net book amount</b>	-	140,402	3,746	144,148
<b>Year ended 31 December 2023</b>				
Opening net book amount	-	140,402	3,746	144,148
Additions	6,593	36,045	-	42,638
Disposals	-	(13,474)	-	(13,474)
Exchange differences	(106)	(1,379)	(95)	(1,580)
Depreciation charge	(736)	(74,061)	(1,842)	(76,639)
Depreciation charge released upon disposal	-	6,317	-	6,317
<b>Closing net book amount</b>	<b>5,751</b>	<b>93,850</b>	<b>1,809</b>	<b>101,410</b>
<b>At 31 December 2023</b>				
Cost	6,487	283,656	5,861	296,004
Accumulated depreciation	(736)	(189,806)	(4,052)	(194,594)
<b>Net book amount</b>	<b>5,751</b>	<b>93,850</b>	<b>1,809</b>	<b>101,410</b>

continued on next page



Property, plant and equipment (*continued*)

	Leasehold improvements €	Office Equipment €	Furniture and fixtures €	Total €
<b>Year ended 31 December 2024</b>				
Opening net book amount	5,751	93,850	1,809	<b>101,410</b>
Additions	209,294	42,920	71,788	<b>324,002</b>
Disposals	(6,603)	(98,816)	(5,535)	<b>(110,954)</b>
Exchange differences	121	945	40	<b>1,106</b>
Depreciation charge	(33,305)	(58,979)	(11,342)	<b>(103,626)</b>
Depreciation charge released upon disposal	2,018	79,779	4,766	<b>86,563</b>
<b>Closing net book amount</b>	<b>177,276</b>	<b>59,699</b>	<b>61,526</b>	<b>298,501</b>
<b>At 31 December 2024</b>				
Cost	209,299	228,705	72,154	<b>510,158</b>
Accumulated depreciation	(32,023)	(169,006)	(10,628)	<b>(211,657)</b>
<b>Net book amount</b>	<b>177,276</b>	<b>59,699</b>	<b>61,526</b>	<b>298,501</b>

# 17

## Trade and other receivables

	2024 €	2023 €
<b>Current</b>		
Trade receivables – gross	<b>3,316,750</b>	4,757,888
Loss allowance	<b>(345,247)</b>	(312,535)
<b>Trade receivables – net</b>	<b>2,971,503</b>	4,445,353
Amounts due from related parties	<b>167,302</b>	40,351
Other receivables	<b>1,613,766</b>	198,322
Prepayments and accrued income	<b>3,912,605</b>	7,150,921
	<b>8,665,176</b>	11,834,947

Amounts due from related parties are unsecured, interest free and have no fixed date for repayment. Further detail on the performance of trade receivables is disclosed in note 4.2.

# 18

## Cash and cash equivalents

Cash and cash equivalents consist of balances with banks. For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

	2024 €	2023 €
<b>Cash at bank</b>	<b>4,529,620</b>	13,459,483

# 19

## Share capital and share premium

Raketeck Group Holding P.L.C was incorporated on 29 September 2016 with an issued share capital of 35,000 shares with a nominal value of € 0.05 per share. These shares were subsequently split into 5 shares of € 0.01 per share for each share previously held; the total number of shares in issue accordingly increased to 175,000. On 16 June 2017, a further 1,971 new shares in Raketeck Group

Holding P.L.C were issued with a nominal value of € 0.01 per share and a share premium of € 507.35 per share.

On 4 January 2018, Raketeck Group Holding P.L.C redenominated each authorised and issued share from € 0.01 per share to € 0.27 per share. This increase, which resulted in total proceeds of € 46,012, has reflected in the Group's financial statements ending 31 December 2018. On the same date, the authorised share capital was increased by 555,055,556 shares to 555,555,556 shares of € 0.27 each.

By virtue of a resolution approved during the Annual General Meeting held on 18 May 2018, it was resolved to split the € 0.27 shares into shares of € 0.002 each. On 29 June 2018, Raketeck Group Holding P.L.C was successfully listed on Nasdaq First North Premier Growth Market with an increase of 13,333,333 shares, leading to a new outstanding amount of 37,900,633 shares as at 29 June 2018 out of which Raketeck held no own shares at the date of the annual general meeting 2019. These new shares had a nominal value of € 0.002 and were issued at a premium of € 2.884 per share.

Following the share buyback programme in 2019, 487,000 treasury shares were cancelled in November 2020 and the share capital was decreased to 37,413,633 shares of € 0.002 each.

The acquisition of P&P Vegas Group Inc. was partly settled in new shares in Raketeck Group Holding P.L.C and to this purpose 3,881,968 shares were issued, and the share capital was increased to 41,295,601 shares. The new shares have a nominal value of € 0.002 per share and were issued at a premium of € 1.801209 per share.

On 20 December 2021, the Board of Directors of the Company has authorised the issuance of a further 1,023,509 shares. These shares were issued on 19 July 2022, increasing the share capital to 42,319,110 shares. The new shares have a nominal value of € 0.002 per share and were issued at a premium of € 2.15747082 per share.

Furthermore, in 2023 six employees participating in the 2020 shared-based incentive programme exercised 396,204 options which resulted in the issuance of an additional 396,204 shares. The shares were allotted on 28 September 2023 and on 23 October 2023, increasing the share capital to 42,715,314 shares. The new shares all have a nominal value of € 0.002 per share. 176,204 shares

were issued at a premium of € 0.9242051437 per share on 28 September 2023 and 220,000 shares were issued at a premium of € 0.9162731264 per share on 23 October 2023.

In connection with the earnout consideration payments to the founders of Casumba, the Board of Directors authorised the issuance of new shares in 2024. The issuance of 1,437,913 shares were authorised on 15 July 2024 and issued on 5 September 2024 at a nominal value of € 0.002 per share and a premium of € 1.1570875126704 per share. The issuance of 1,071,000 shares were authorised on 16 October 2024 and issued on 21 November 2024 at a nominal value of € 0.002 and a premium of € 0.775777777 per share, increasing the share capital to 45,224,227 shares. Details of Raketeck Group Holding P.L.C's share capital as at 31 December 2024 and 2023 are as follows:

	2024
	€
<b>Authorised</b>	
75,000,000,060 ordinary shares of € 0.002 each	150,000,000
<b>Issued and fully paid</b>	
45,224,227 ordinary shares of € 0.002 each	90,448
	2023
	€
<b>Authorised</b>	
75,000,000,060 ordinary shares of € 0.002 each	150,000,000
<b>Issued and fully paid</b>	
42,715,314 ordinary shares of € 0.002 each	85,430

## 20 Other reserves

The following table shows a breakdown of the statement of financial position line item 'other reserves' and the

movements in these reserves during the years ended 31 December 2024 and 2023. A description of the nature and purpose of each reserve is provided below the table.

	Other equity	Other reserve	Total
	€	€	€
At 1 January 2024	26,661	1,133,130	1,159,791
Equity-settled share based payments	44,942	-	44,942
<b>At 31 December 2024</b>	<b>71,603</b>	<b>1,133,130</b>	<b>1,204,733</b>
At 1 January 2023	(212,170)	1,133,130	920,960
Equity-settled share based payments	238,831	-	238,831
<b>At 31 December 2023</b>	<b>26,661</b>	<b>1,133,130</b>	<b>1,159,791</b>

The Group's other reserve arose upon the reorganisation through which Raketech Group Holding P.L.C was interposed as the new Parent Company of Raketech Group Limited. Exchange differences

arising on translation of the foreign controlled entity are recognised in other comprehensive income, as described in note 2.2 (c), and accumulated in the currency translation reserve within equity. The Group's other reserves are not distributable.

## 21 Deferred tax

Deferred tax is calculated on all temporary differences under the liability method using the tax rate that is expected to apply to the period when the assets/liabilities are settled, based on the tax rates expected in the tax jurisdictions concerned. The effective tax rate for the Group's profits earned in Malta is 5% (5%), 23.8% (25.2%) for profits earned in the US and 25% (25%) for profits earned in Spain. The movement in deferred tax balances is analysed as follows:

	Balance at 1 January	Recognised in profit or loss	Recognised in OCI	Balance at 31 December
	€	€	€	€
<b>US deferred tax</b>				
<b>31 December 2024</b>				
<b>Deferred tax assets</b>				
Unutilised tax losses / Temporary differences on provision for impairment of receivables, foreign exchange differences and closing balance on lease liability	739,366	(327,229)	-	412,137
Net exchange differences	(367)	-	22,533	22,166
<b>Deferred tax liabilities</b>				
Temporary differences on amortisation of intangible assets and closing balance on ROU asset	(448,232)	444,863	-	(3,369)
<b>Net deferred tax asset</b>	<b>290,767</b>	<b>117,634</b>	<b>22,533</b>	<b>430,934</b>
<b>31 December 2023</b>				
<b>Deferred tax assets</b>				
Unutilised tax losses / Temporary differences on provision for impairment of receivables, foreign exchange differences and closing balance on lease liability	153,402	585,964	-	739,366
Net exchange differences	-	-	(367)	(367)
<b>Deferred tax liabilities</b>				
Temporary differences on amortisation of intangible assets and closing balance on ROU asset	(421,706)	(26,526)	-	(448,232)
<b>Net deferred tax asset</b>	<b>(268,304)</b>	<b>559,438</b>	<b>(367)</b>	<b>290,767</b>

	Balance at 1 January €	Recognised in profit or loss €	Balance at 31 December €
<b>Malta deferred tax</b>			
<b>31 December 2024</b>			
<b>Deferred tax assets</b>			
Temporary differences on provision for impairment of receivables, foreign exchange differences and closing balances on ROU asset and lease liability	(42,084)	2,124	(39,960)
<b>Deferred tax liabilities</b>			
Temporary differences on amortisation of intangible assets	(3,528,877)	1,782,028	(1,746,849)
<b>Net deferred tax liability</b>	<b>(3,570,961)</b>	<b>1,784,152</b>	<b>(1,786,809)</b>
<b>31 December 2023</b>			
<b>Deferred tax assets</b>			
Unutilised tax losses / Temporary differences on provision for impairment of receivables and foreign exchange differences	348,831	(390,915)	(42,084)
<b>Deferred tax liabilities</b>			
Temporary differences on amortisation of intangible assets	(3,173,419)	(355,458)	(3,528,877)
<b>Net deferred tax liability</b>	<b>(2,824,588)</b>	<b>(746,373)</b>	<b>(3,570,961)</b>

Unrecognised deferred tax assets include an amount of €0.6 million (nil) which relates to carried-forward tax losses of the Group's US incorporated subsidiaries. The subsidiaries have incurred losses over the last five financial years since inception. These subsidiaries are still in the infancy phase and are expected to generate taxable income in the coming future years. The Group has concluded that the deferred tax assets will be recovered using the estimated future taxable income based on the approved business plans. The losses can be carried forward indefinitely and have no expiry date but are subject to utilisation at 80% of taxable income.

## 22 Borrowings

	2024 €	2023 €
Third party borrowings	1,666,498	9,833,975
	<b>1,666,498</b>	<b>9,833,975</b>

Of the total third party borrowings of €1.7 million, recognised in the consolidated statement of financial position at 31 December 2024, €0.4 million (€9.8 million)

is considered to fall due for payment within less than 12 months from the end of the reporting period. In January 2025, an additional €3.0 million was withdrawn.

In July 2021, Raketeck entered into an agreement with Avida Finans AB for a one-year revolving credit facility of €15.0 million with an interest rate of 4.25% + Euribor (when utilised). During September 2023, discussions with Avida Finans AB were concluded and the Group's revolving credit facility of €15.0 million was extended up until December 2024. The facility was fully settled in December 2024 (€15.0 million) and the pledged shares in favour of Avida Finans AB were released.

As of 3 June 2024, Raketeck signed a €5.0 million revolving credit facility with Bank of Valletta and in October 2024 €1.8 million (nil) were withdrawn. Each drawdown is to be repaid within 4 years through monthly instalments, with an interest rate of 4.5% above the variable internal bank rate. The contractual terms of the revolving credit facility with Bank of Valletta required Raketeck Holding P.L.C to pledge its entire shareholding in Raketeck Group Limited to the lender as collateral.

For the year January to December 2024, finance costs in relation to borrowings have decreased to €0.8 million (€1.4 million) as the remaining €10.0 million balance outstanding as at 31 December 2023 was gradually settled by 31 December 2024.



# 23

## Amounts committed on acquisition

	2024	2023
	€	€
Opening balance	46,460,598	28,981,043
Acquisitions during the year	40,000	-
Settlements	(18,060,507)	(4,866,255)
Notional interest charge	1,673,913	2,734,338
Adjustments arising as a result of a change in estimates	(1,107,508)	19,611,472
<b>Closing balance</b>	<b>29,006,496</b>	<b>46,460,598</b>

Amounts committed on acquisitions consist of contractual obligations resulting from acquisitions of intangible assets from third parties. Some of the obligations have a predetermined value, while others include future payments of performance-based amounts. The latter are further referred to as contingent consideration. As at 31 December 2024, amounts committed on acquisition included contingent consideration amounted to nil (€ 5.3 million) and € 29.0 million (€ 41.2 million) as fixed consideration. This contingent consideration is measured at fair value and is included in Level 3 of the fair value hierarchy. The fair value is determined on the date of purchase and subsequently, at each reporting date, by calculating the expected cash outflow on each purchase agreement.

The earn-out related to A.T.S. Consultants Inc's assets, which is denominated in USD, was capped up to a maximum of \$ 15.0 million and was based on performance up until 31 December 2024. The total contingent consideration for these assets amounted to nil (nil) net of payments amounting to nil (€ 0.7 million) as of 31 December 2024.

The earn-out condition related to Infinileads S.L. of € 0.4 million was fully settled in October 2023.

The earn-out condition relating to Casumba was based on performance up until 31 July 2024. As at 31 December 2024, the contingent consideration for these assets amounted to nil (€ 5.3 million). The fixed consideration as at 31 December 2024, amounted to €29.0 million (€ 41.2 million), net of payments amounting to € 15.6 million (€ 2.8 million) in cash and € 2.5 million (nil) in Raketeck Group Holding P.L.C shares. € 7.9 million of the consideration is payable in instalments during the first

half of 2025, part of which amounting to € 3.0 million were settled in January 2025. Raketeck has the option to settle any remaining amounts up until 16 September 2026 at an interest cost. Management's best estimate of the interest expense amounted to € 1.4 million as at 31 December 2024. Raketeck also has the option to partially settle the amount with shares in Raketeck Group Holding P.L.C, estimated at 16,732,467 shares as at 31 December 2024.

The contingent consideration related to Casinofeber of € 1.0 million was fully settled in March 2023.

The decrease in the A.T.S. Consultants Inc's earn-out in 2023 amounting to € 0.4 million (nil) was recognised in the consolidated statement of comprehensive income as 'Revaluation of financial liabilities at fair value through profit or loss'. The remaining adjustments to contingent consideration have been recognised in the consolidated statement of financial position according to management's best estimate. The adjustments arising as a result of a change in fair value in 2024, according to the table above, relate to Casumba.

The adjustment to reflect the total impact of discounting in the consolidated statement of financial position, amounted to € 1.7 million (€ 2.7 million) by the end of the year. Of the amounts recognised in the consolidated statement of financial position at 31 December 2024, € 7.9 million (€ 18.3 million) is considered to fall due for payment within less than 12 months from the end of the reporting year. The current debt will be mainly settled through expected cash generation, in combination with existing financing options.

# 24

## Trade and other payables

	2024	2023
	€	€
<b>Current</b>		
Trade payables	760,969	683,027
Amounts owed to other related parties	8,575	8,575
Indirect taxes	28,473	195,233
Other payables	219,823	393,782
Accruals and deferred income	2,877,046	5,287,398
	<b>3,894,886</b>	<b>6,568,015</b>

Amounts owed to other related parties are unsecured, interest free and repayable on demand.

# 25

## Dividends

	2024	2023
	€	€
<b>Ordinary shares</b>		
Final dividend for the year ended 31 December 2022 of € 0.094 per fully paid shares	-	3,977,996
	-	3,977,996

# 26

## Related party transactions

In view of its shareholding structure, the Group has no ultimate controlling party. All companies forming part of the Group and other entities under common control

are considered by the directors to be related parties. The following transactions were carried out with these related parties during the respective years:

	2024	2023
	€	€
<b>Revenue</b>	<b>568,898</b>	177,619
<b>Expenses</b>		
Compensation to directors	<b>372,491</b>	391,586
Compensation to executive management <sup>1</sup>	<b>2,817,952</b>	1,581,799
Equity-settled share based payments	<b>44,942</b>	238,831
<b>Amounts owed to related parties (including accruals)</b>	<b>49,492</b>	11,507
<b>Amounts owed by related parties</b>	<b>167,302</b>	40,351

<sup>1</sup> Compensation includes salaries, redundancy costs, consultancy fees and recharges by a related entity.

In April 2023 Raketeck terminated its agreement with Together Gaming Solutions P.L.C and stopped operating its online casino product Rapidi.com. The termination had no material financial impact for the Group.

# 27

## Participation in group companies

Subsidiaries	Registered office	Class of shares held	Percentage of shares held directly by the Parent		Percentage of shares held by the Group	
			2024	2023	2024	2023
<b>Raketeck Group Limited</b>	St.George's Business Centre, Level 7, Triq San Gorg, San Giljan, STJ 3203, Malta	Ordinary shares	<b>100.00%</b>	100.00%	<b>100.00%</b>	100.00%
<b>Casumba Media Ltd</b>	St.George's Business Centre, Level 7, Triq San Gorg, San Giljan, STJ 3203, Malta	Ordinary shares	-	-	<b>100.00%</b>	100.00%
<b>Raketeck US Inc.</b>	263, Shuman Blvd Ste. 145, Naperville IL 60563, USA	Ordinary shares	-	-	<b>100.00%</b>	100.00%
<b>Infinileads S.L.</b>	Travessera de Gràcia, 11, 5 <sup>a</sup> Planta, 08021, Barcelona, Spain	Ordinary shares	-	-	<b>100.00%</b>	100.00%
<b>P&amp;P Vegas Group Inc.</b>	263, Shuman Blvd Ste. 145, Naperville IL 60563, USA	Ordinary shares	-	-	<b>100.00%</b>	100.00%
<b>Raketeck Inc. (merged with Raketeck US Inc. in 2024)</b>	263, Shuman Blvd Ste. 145, Naperville IL 60563, USA	Ordinary shares	-	-	-	100.00%

All the above subsidiaries operate within the iGaming sector and are included in the consolidation. The proportion of voting rights in the subsidiary undertakings held directly by the Group do not differ from the proportion of ordinary shares held.

## 28 Cash flow information

### *Net debt reconciliation*

Movements in the Group's liabilities arising from financing activities, comprising third party loans (note 22), are set out below:

	2024	2023
	€	€
<b>At 1 January</b>	<b>9,833,975</b>	14,792,876
Proceeds from drawdowns on borrowing	<b>1,822,025</b>	-
Amortisation of transaction costs	-	299,432
Interest payable	<b>847,573</b>	1,251,890
Repayment and interest payments	<b>(10,737,075)</b>	(6,251,890)
Capitalised transaction costs	<b>(100,000)</b>	(258,333)
<b>At 31 December</b>	<b>1,666,498</b>	9,833,975

## 29 Events after the reporting period

On 20 March it was announced that Ulrik Bengtsson will step down as Chairman and board member. He will remain available for re-election at Raketech's AGM in May and is committed to stay on until 30 July to assist with the transition period.

## 30 Comparative financial information

Some of the comparative figures have been reclassified to conform with the current year's presentation. The main reclassifications have been made in respect of publisher costs which were previously classified as part 'other direct costs relating to fixed fees and commission revenue' and separately disclosing net deferred tax assets from US subsidiaries. Management believes that this reclassification provides a more meaningful and transparent presentation of the Group's consolidated financial information.



# Parent Company Financial Statements

Statement of Comprehensive Income – Parent Company	77
Statement of Financial Position – Parent Company	78
Statement of Changes in Equity – Parent Company	79
Statement of Cash Flows – Parent Company	80
Notes to the Parent Company Financial Statements	81



## Statement of Comprehensive Income – Parent Company

	Notes	Year ended 31 December	
		2024 €	2023 €
Dividend income	4	-	6,650,000
Other income	4	743,237	551,438
<b>Total revenue</b>		<b>743,237</b>	<b>7,201,438</b>
Employee benefit expense	5	(738,475)	(909,124)
Impairment on investment in subsidiaries	10	(8,247,681)	-
Other operating expenses	7	(753,123)	(817,883)
<b>Total operating expenses</b>		<b>(9,739,279)</b>	<b>(1,727,007)</b>
<b>Operating (loss)/income</b>		<b>(8,996,042)</b>	<b>5,474,431</b>
Finance income	8	639,246	637,500
Finance costs	8	(846,046)	(1,447,025)
<b>(Loss)/profit before tax</b>		<b>(9,202,842)</b>	<b>4,664,906</b>
Tax credit	9	27,731	99,243
<b>(Loss)/profit for the year – total comprehensive income</b>		<b>(9,175,111)</b>	<b>4,764,149</b>

The notes on pages 81 to 88 are an integral part of these Parent Company financial statements.

## Statement of Financial Position – Parent Company

		As at 31 December	
	Notes	2024 €	2023 €
<b>Assets</b>			
<b>Non – current assets</b>			
Investment in subsidiaries	10	4,115,050	12,362,731
Trade and other receivables	11	33,799,739	35,773,544
Loan receivable from a subsidiary	12	15,000,000	15,000,000
Deferred tax asset	15	235,072	202,529
<b>Total non-current assets</b>		<b>53,149,861</b>	<b>63,338,804</b>
<b>Current assets</b>			
Trade and other receivables	11	35,147	4,529,089
Cash and cash equivalents	13	68,359	64,366
<b>Total current assets</b>		<b>103,506</b>	<b>4,593,455</b>
<b>TOTAL ASSETS</b>		<b>53,253,367</b>	<b>67,932,259</b>
<b>Equity &amp; Liabilities</b>			
<b>Equity</b>			
Share capital	14	90,448	85,430
Share premium	14	53,662,267	51,167,618
Other reserves	14	266,503	221,561
(Accumulated losses)/retained earnings		(3,373,525)	5,801,586
<b>TOTAL EQUITY</b>		<b>50,645,693</b>	<b>57,276,195</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	16	1,268,824	-
<b>Total non-current liabilities</b>		<b>1,268,824</b>	<b>-</b>
<b>Current liabilities</b>			
Borrowings	16	397,674	9,833,975
Trade and other payables	17	47,343	591,541
Current tax liabilities		893,833	230,548
<b>Total current liabilities</b>		<b>1,338,850</b>	<b>10,656,064</b>
<b>TOTAL LIABILITIES</b>		<b>2,607,674</b>	<b>10,656,064</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>53,253,367</b>	<b>67,932,259</b>

The notes on pages 81 to 88 are an integral part of these Parent Company financial statements.

The parent company financial statements on pages 76 to 88 were approved for publication by the Board of Directors on 11 April 2025 and were signed on the Board of Directors' behalf by:

**Patrick Jonker**  
Board member

**Clare Marie Boynton**  
Board member

## Statement of Changes in Equity – Parent Company

	Notes	Share Capital	Share Premium	Other Reserves	Retained earnings / (Accumulated losses)	Total
		€	€	€	€	€
Balance at 1 January 2024		85,430	51,167,618	221,561	5,801,586	57,276,195
<b>Comprehensive income</b>						
Loss for the year		-	-	-	(9,175,111)	(9,175,111)
<b>Total comprehensive income</b>		-	-	-	<b>(9,175,111)</b>	<b>(9,175,111)</b>
<b>Transactions with owners</b>						
Issue of share capital	14	5,018	2,494,649	-	-	2,499,667
Equity-settled share-based payments	14	-	-	44,942	-	44,942
<b>Total transactions with owners</b>		<b>5,018</b>	<b>2,494,649</b>	<b>44,942</b>	<b>-</b>	<b>2,544,609</b>
<b>Balance at 31 December 2024</b>		<b>90,448</b>	<b>53,662,267</b>	<b>266,503</b>	<b>(3,373,525)</b>	<b>50,645,693</b>
Balance at 1 January 2023		84,638	50,803,189	(17,270)	5,015,433	55,885,990
<b>Comprehensive income</b>						
Profit for the year		-	-	-	4,764,149	4,764,149
<b>Total comprehensive income</b>		-	-	-	<b>4,764,149</b>	<b>4,764,149</b>
<b>Transactions with owners</b>						
Issue of share capital	14	792	364,429	-	-	365,221
Equity-settled share-based payments	14	-	-	238,831	-	238,831
Dividends paid	18	-	-	-	(3,977,996)	(3,977,996)
<b>Total transactions with owners</b>		<b>792</b>	<b>364,429</b>	<b>238,831</b>	<b>(3,977,996)</b>	<b>(3,373,944)</b>
<b>Balance at 31 December 2023</b>		<b>85,430</b>	<b>51,167,618</b>	<b>221,561</b>	<b>5,801,586</b>	<b>57,276,195</b>

The notes on pages 81 to 88 are an integral part of these Parent Company financial statements.

## Statement of Cash Flows – Parent Company

		Year ended 31 December	
	Notes	2024 €	2023 €
<b>Cash flows from operating activities</b>			
(Loss)/Profit before tax		(9,202,842)	4,664,906
Adjustments for:			
Impairment on investment in subsidiaries	10	8,247,681	-
Finance costs	8	846,046	1,447,025
Finance income	8	(639,246)	(637,500)
Equity-settled share-based payment transactions	14	44,942	238,831
Dividend income	4	-	(6,650,000)
		(703,419)	(936,738)
Changes in:			
Trade and other receivables		563,285	510,858
Trade and other payables		144,127	60,348
<b>Net cash generated from/(used in) operating activities</b>		<b>3,993</b>	<b>(365,532)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	14	-	365,221
<b>Net cash generated from financing activities</b>		<b>-</b>	<b>365,221</b>
Net movements in cash and cash equivalents		3,993	(311)
Cash and cash equivalents at the beginning of the year		64,366	64,677
<b>Cash and cash equivalents at the end of the year</b>	13	<b>68,359</b>	<b>64,366</b>

### Non-cash transactions

During 2024, the Company received dividend income of nil (€ 6.7 million) that was offset against amounts due from subsidiaries. The Company's subsidiary on behalf of the Company paid nil (€ 4.0 million) dividend and repaid borrowings and interest of € 10.7 million (€ 6.3 million), which were offset against amounts receivable from its subsidiary. Furthermore, the € 1.8 million withdrawn from the BOV credit facility was used by the Company's subsidiary and therefore added as part of the amounts due from subsidiaries.

In 2024 the Company settled € 2.5 million (nil) in ordinary shares as part settlement of the Casumba earn-out.

# Notes to the Parent Company Financial Statements

1. Summary of material accounting policies	82	11. Trade and other receivables	87
2. Financial risk management	83	12. Loan receivable	87
3. Critical estimates and judgments	85	13. Cash and cash equivalents	87
4. Revenue	85	14. Share capital and other reserves	87
5. Employee benefit expense	85	15. Deferred tax	87
6. Share-based payment plans	85	16. Borrowings	88
7. Other operating expenses	85	17. Trade and other payables	88
8. Net finance costs	86	18. Dividends	88
9. Tax credit	86	19. Related party transactions	88
10. Investment in subsidiaries	86	20. Events after the reporting period	88



# 1

## Summary of material accounting policies

Reference is made to note 2 to the consolidated financial statements and the difference in material accounting policies between the Group and the Parent Company are stated below.

### 1.1 Basis of preparation

#### 1.1.1 Going concern

As at 31 December 2024, the Company's net current liability position significantly decreased to € 1.2 million (€ 6.1 million). During 2024, the Company continued to honour all of its existing obligations (including the settlement of borrowings) and no amounts were deferred beyond the payment terms.

The Company expects to meet its upcoming obligations primarily by the Group's projected quarterly positive cash generation, the undrawn available facility as at 31 December 2024 (refer to note 22 of the consolidated financial statements for further information), and future other possible investing and financing options the Group may consider should the need arise.

The directors do not believe that any material uncertainty exists that could impact the going concern basis of preparation as a result of the Company's working capital deficiency as at 31 December 2024 and taking into account the upcoming obligations as referred to above.

### 1.2 Revenue recognition

The revenue of the Company mainly arises from three sources; dividend income from its subsidiary, providing management services to its subsidiaries and finance income. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Company's activities as described below.

The amount of revenue comprises the fair value of the consideration received or receivable from transactions in the ordinary course of the Company's activities.

#### 1.2.1 Dividend income

Dividend income is recognised when the right to receive payment is established.

#### 1.2.2 Management services

The Company provides management services to its subsidiaries and receives a management fee that is recognised yearly.

#### 1.2.3 Finance income

Finance income is interest received on the loan with the Company's direct subsidiary. Interest income is recognised yearly and calculated using the straight-line method.

### 1.3 Investment in subsidiaries

Subsidiaries are all entities (including structured entities) over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Investments in subsidiaries are accounted for by the cost method of accounting, i.e. at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes directly attributable costs of the investment. Provisions are recorded where, in the opinion of the directors, there is an impairment in value.

Where there has been an impairment in the value of an investment, it is recognised as an expense in the period in which the diminution is identified. The results of subsidiaries are reflected in the Company's separate financial statements only to the extent of dividends receivable. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation where applicable, if no impairment loss had previously been recognised.

## 1.4 Financial assets

The Company applies the policies for financial assets in line with the Group, with the addition of intercompany balances. Reference is made to note 2.10 in the consolidated financial statements.

# 2

## Financial risk management

The Company's activities potentially expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign exchange risk and cash flow and fair value interest rate risk). The management of the Company's financial risk is based on a financial policy approved by the directors and exposes the Company to a low level of risk. The Company did not make use of derivative financial instruments to hedge risk exposures during the current and preceding year.

### 2.1 Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. It mainly arises loan receivables, trade and other receivables and on cash and cash equivalents. The Company exposure to credit risk at the end of the reporting year is analysed as follows:

	2024 €	2023 €
Cash and cash equivalents (note 13)	68,359	64,366
Amounts due from subsidiaries (note 11)	33,799,739	40,273,544
Loan receivable from a subsidiary (note 12)	15,000,000	15,000,000
<b>Maximum exposure to credit risk</b>	<b>48,868,098</b>	55,337,910

The Company's maximum exposure to credit risk is the carrying amount set out in the above table.

As at 31 December 2024 and 2023, the Company's cash at bank was held with leading European financial institutions which have a credit rating of BBB- or better as assessed by the international rating agency Standard and Poor's.

The Company's exposure to credit risk in relation to its receivable from Raketeck Group Limited, its subsidiary, is deemed by management to be immaterial as the recovery strategies indicate that the outstanding balances will be fully recovered.

### 2.2 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities which comprise trade and other payables.

The approach to managing liquidity is to ensure, as far as possible, that the Company will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. This risk management process includes the regular forecasting of cash flows by the Company's management.

As at 31 December 2024, the Company's net current liability position significantly decreased to € 1.2 million (€ 6.1 million). During 2024, the Company continued to honour all of its existing obligations (including the settlement of borrowings) and no amounts were deferred beyond the payment terms.

The Company expects to meet its upcoming obligations primarily by the Group's projected quarterly positive cash generation, the undrawn available facility as at 31 December 2024 (refer to note 22 of the consolidated financial statements for further information), and future other possible investing and financing options the Group may consider should the need arise.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining term at the end of the reporting period to the contractual maturity date. Balances in the table below represent the carrying value as the impact of discounting is not significant.

	Carrying amount €	On demand €	Less than 1 year €	Between 1 and 2 years €	Between 2 and 3 years €	Over 3 years €
<b>At 31 December 2024</b>						
<b>Liabilities</b>						
Borrowings (note 16)	1,666,498	-	397,674	397,674	397,674	473,476
Amounts payables to related parties (note 17)	8,575	8,575	-	-	-	-
Other trade and other payables (note 17)	13,277	-	13,277	-	-	-
<b>Total liabilities</b>	<b>1,688,350</b>	<b>8,575</b>	<b>410,951</b>	<b>397,674</b>	<b>397,674</b>	<b>473,476</b>
<b>At 31 December 2023</b>						
<b>Liabilities</b>						
Borrowings (note 16)	9,833,975	-	9,833,975	-	-	-
Amounts payables to related parties (note 17)	8,575	8,575	-	-	-	-
Other trade and other payables (note 17)	13,260	-	13,260	-	-	-
<b>Total liabilities</b>	<b>9,855,810</b>	<b>8,575</b>	<b>9,847,235</b>	<b>-</b>	<b>-</b>	<b>-</b>

Excluding non-financial liabilities, being indirect taxes, indirect taxes and current tax liabilities. The directors consider liquidity risk on the other financial liabilities to be insignificant.

## 2.3 Market risk

### 2.3.1 Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the Company's functional currency. The Company's financial assets and financial liabilities are mainly denominated in EUR. Accordingly, the directors of Raketeck Group Holding P.L.C do not consider the Company to be significantly exposed to foreign exchange risk, and a sensitivity analysis for foreign exchange risk disclosing how profit or loss and equity would have been affected by changes in foreign exchange rates that were reasonably possible at the end of the reporting period is not deemed necessary.

### 2.3.2 Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to cash flow interest rate risks arises mainly from current borrowings denominated in EUR. The Company regularly monitors its cash flow interest rate risk and considers it not to be significant in the context of the profits generated from its subsidiaries. The Company is not exposed to fair value interest rate risk.

## 2.4 Capital risk management

The Company's objectives when managing capital are

to safeguard the Company's and Raketeck Group's ability to continue as a going concern whilst maximising the return to shareholders through the optimisation of debt and equity balances. Strategies are expected to remain unchanged in the foreseeable future.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares or sell assets.

The Company's equity, as disclosed in the separate statement of financial position, constitutes its capital. The Company maintains the level of capital by reference to its financial obligations and commitments arising from operational requirements. In view of the nature of the Company's activities, the capital level as at the end of the reporting period is deemed adequate by the directors.

## 2.5 Fair values of financial instruments

At 31 December 2024 and 2023, the carrying amounts of cash at bank, receivables, payables, borrowings and accrued expenses reflected in the separate financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

The carrying amounts of the borrowings is a reasonable approximation because it carries interest at EURIBOR rates.

## 3 Critical estimates and judgments

Reference is made to the disclosures in note 3 of the consolidated financial statements in addition to:

### *Impairment of subsidiaries*

The Company's principal assets are investment in subsidiaries. The Company is required to periodically assess whether such assets have suffered impairment in accordance with the Company's accounting policies. Impairment testing is an area involving management judgement. It requires assessments as to whether the carrying value of the investment can be supported by the net present value of future cash flows derived from such investment using cash flow projections that have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain estimates are required to be made in respect of highly uncertain matters, including management's expectation of growth in revenues.

The Group's impairment in intangible assets as disclosed in note 14.1 of the consolidated financial statements, led to an impairment in the indirect investment held in the US subsidiaries. An impairment charge of € 8.2 million (nil) was recognised in the statement of comprehensive income. The Group will continue to monitor these investments and carry out regular impairment testing.

## 4 Revenue

The Company's principal activity is to act as a holding company. Accordingly, revenue mainly consists of dividends received from subsidiaries and management services to its subsidiaries..

	2024	2023
	€	€
Dividend income	-	6,650,000
Other income	743,237	551,438
<b>Revenue</b>	<b>743,237</b>	<b>7,201,438</b>

## 5 Employee benefit expense

The Company's employee benefit expense comprises the following:

	2024	2023
	€	€
Wages and salaries	303,575	903,596
Social security costs	5,922	5,528
Termination benefits	428,978	-
	<b>738,475</b>	<b>909,124</b>

The average number of persons employed during the year:

	2024	2023
Management	2	2
	<b>2</b>	<b>2</b>

## 6 Share-based payment plans

Reference is made to the disclosures in note 9 of the consolidated financial statements.

## 7 Other operating expenses

The Company's other operating expenses comprise the following:

	2024	2023
	€	€
Consultancy services	356,238	485,299
Professional fees	283,329	193,709
Other expenses	113,556	138,875
	<b>753,123</b>	<b>817,883</b>

### Auditor's fee

Reference is made to the disclosures in note 10.1 of the consolidated financial statements.

## 8 Net finance costs

Net finance cost for the years ended 31 December 2024 and 2023 comprises the following:

	2024	2023
	€	€
Interest income (note 12)	639,246	637,500
Interest cost and similar expenses (note 16)	(846,046)	(1,447,025)
<b>Net finance costs</b>	<b>(206,800)</b>	<b>(809,525)</b>

## 9 Tax credit

The tax credit for the years ended 31 December 2024 and 2023 comprises the following:

	2024	2023
	€	€
Current tax credit	4,812	-
Deferred tax credit	(32,543)	(99,243)
	<b>(27,731)</b>	<b>(99,243)</b>

The tax on the Company's results before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	2024	2023
	€	€
(Loss)/profit before tax	(9,202,842)	4,664,906
Tax on profit at 5%	(460,142)	233,245
Tax effect of:		
Income not subject to tax	-	(391,947)
Expenses not deductible for tax purposes	427,599	59,459
Final withholding tax	4,812	-
<b>Tax credit</b>	<b>(27,731)</b>	<b>(99,243)</b>

In 2021, the Company and its subsidiaries Raketech Group Limited and Casumba Media Ltd have opted to form a fiscal unit under the 'Consolidated Group (Income Tax) Rules, 2019'. The latter came into effect as from fiscal year 2019 and enables the Maltese registered

entities to be treated as one fiscal unit, a single taxpayer and to compute their chargeable income or losses on a consolidated basis.

In terms of the agreement, the Company is considered as the 'principal taxpayer' of the Fiscal Unit and assumes the rights, duties and obligations under the Maltese Income Tax Act relative to entities forming part of the Fiscal Unit.

Under the terms of this agreement, the Company, as principal taxpayer, will assume the obligation to remit taxes to the Maltese Inland Revenue, and the members of the Fiscal Unit will compensate the Company for their share of tax payable assumed or conversely be compensated for their share of any tax receivable. As a result, the Company recognises current tax liabilities, deferred tax assets arising from unused tax losses and tax credits arising from this allocation process as a liability towards or asset receivable from the subsidiary. Since the tax consolidation regime allows for a full integration of the tax position of its members, during the year to 31 December 2024, the Company, has applied an equivalent effective tax rate of 5% (5%) for the computation of current and deferred tax linked to Malta based activity.

## 10 Investment in subsidiaries

The subsidiaries in which an investment is held at 31 December 2024 and 2023 are shown below:

	Registered office	Class of shares held	Percentage of shares held by the parent	
			2024	2023
<b>Raketech Group Limited</b>	St.George's Business Centre, Level 7, Triq San Gorg, San Giljan, STJ 3203, Malta	Ordinary shares	100.00%	100.00%
			2024	2023
			€	€
<b>Investment in subsidiaries</b>			<b>4,115,050</b>	<b>12,362,731</b>

Investments in subsidiaries has been assessed for impairment in 2024 and 2023. The impairment in intangible assets as disclosed in note 14.1 of the consolidated financial statements, led to an impairment in the indirect investment held in the US subsidiaries.



An impairment charge of € 8.2 million (nil) was recognised in the statement of comprehensive income. The subsidiaries indirectly held by the Company are separately disclosed in note 27 of the consolidated financial statements.

## 11 Trade and other receivables

	2024	2023
	€	€
<b>Current</b>		
Amounts due from subsidiaries	-	4,500,000
Prepayments	35,147	29,089
	<b>35,147</b>	<b>4,529,089</b>
<b>Non-current</b>		
Amounts due from subsidiaries	33,799,739	35,773,544
	<b>33,834,886</b>	<b>40,302,633</b>

The amounts due from the subsidiaries are unsecured, interest free and whilst repayable on demand, there is no expectation that these will be settled in the next twelve months, apart from amount classified as current.

## 12 Loan receivable

During 2021, € 15.0 million of the amounts owed from Raketeck Group Limited, its subsidiary, were converted into a loan with an interest rate of 4.25%. The loan is unsecured and whilst repayable on demand, there is no expectation that this amount will be settled in the next twelve months. For the year January to December 2024, finance income amounted to € 0.64 million (€ 0.64 million).

## 13 Cash and cash equivalents

Cash and cash equivalents consist of balances with banks. For the purposes of the statement of cash flows,

cash and cash equivalents comprise the following:

	2024	2023
	€	€
<b>Cash at bank</b>	<b>68,359</b>	<b>64,366</b>

## 14 Share capital and other reserves

The Company's share premium excludes the capitalised transaction costs of € 2.2 million incurred during IPO. These costs were borne by its subsidiary Raketeck Group Limited.

	Other equity
	€
<b>At 1 January 2024</b>	<b>221,561</b>
Equity-settled share based payments	44,942
<b>At 31 December 2024</b>	<b>266,503</b>
<b>At 1 January 2023</b>	<b>(17,270)</b>
Equity-settled share based payments	238,831
<b>At 31 December 2023</b>	<b>221,561</b>

Further details on share capital and share premium are disclosed in note 19 of the consolidated financial statements.

## 15 Deferred tax

Deferred tax is calculated on all temporary differences under the liability method using the tax rate that is expected to apply to the period when the assets/liabilities are settled, based on the tax rates expected in the tax jurisdictions concerned.

During 2021, Raketeck Group Holding P.L.C together with Raketeck Group Limited and Casumba Media Ltd applied for the fiscal consolidation, with Raketeck Group Holding P.L.C registered as the principal taxpayer. A deferred tax asset amounting to € 0.2 million (€ 0.2 million) as a result of losses surrendered to its subsidiaries, is receivable by the Company. The principal tax rate used in arriving to the deferred tax asset is 5.0% (5.0%), which is the effective tax rate for the Group's profits earned in Malta.

# 16

## Borrowings

In July 2021, Raketeck entered into an agreement with Avida Finans AB for a one-year revolving credit facility of € 15.0 million with an interest rate of 4.25% + Euribor (when utilised). During September 2023, discussions with Avida Finans AB were concluded and the Group's revolving credit facility of € 15.0 million was extended up until December 2024. The facility was fully settled in December 2024 (€ 15.0 million) and the pledged shares in favour of Avida Finans AB were released.

As of 4 June 2024, Raketeck signed a € 5.0 million revolving credit facility with Bank of Valletta and in October 2024 € 1.8 million (nil) were withdrawn. Each drawdown is to be repaid within 4 years through monthly instalments, with an interest rate of 4.5% above the variable internal bank rate.

The contractual terms of the revolving credit facility with Bank of Valletta required Raketeck Holding P.L.C to pledge its entire shareholding in Raketeck Group Limited to the lender as collateral. In January 2025, an additional € 3.0 million was withdrawn.

For the year January to December 2024, finance costs in relation to borrowings have decreased to € 0.8 million (€ 1.4 million) as the remaining Avida Finans AB € 10.0 million balance outstanding as at 31 December 2023 was gradually settled by 31 December 2024.

# 17

## Trade and other payables

	2024	2023
	€	€
<b>Current</b>		
Trade payables	13,277	13,260
Amounts owed to other related parties	8,575	8,575
Indirect taxes, taxes and other payables	(74,768)	75,054
Accruals and deferred income	100,259	494,652
	47,343	591,541

Amounts owed to other related parties are unsecured, interest free and repayable on demand.

# 18

## Dividends

Reference is made to the disclosures in note 25 of the consolidated financial statements.

# 19

## Related party transactions

In view of its shareholding structure, the Group has no ultimate controlling party. All companies forming part of the Group and other entities under common control are considered by the directors to be related parties. In addition to the above, personnel costs that are incurred by the Company and that are not recharged to group companies are also treated as related party transactions. Year-end balances with related parties are disclosed in notes 11, 12 and 17. Equity-settled share-based payments with related parties are disclosed in note 14.

	2024	2023
	€	€
<b>Revenue</b>		
Dividend income	-	6,650,000
Other income	743,237	551,438
<b>Expenses</b>		
Compensation to executive management	1,079,066	583,532
Compensation to directors	372,491	391,586
<b>Amounts owed to related parties</b>	<b>8,575</b>	8,575
<b>Amounts owed by related parties</b>	<b>48,799,739</b>	55,273,544

# 20

## Events after the reporting period

On 20 March it was announced that Ulrik Bengtsson will step down as Chairman and board member. He will remain available for re-election at Raketeck's AGM in May and is committed to stay on until 30 July to assist with the transition period.

# Independent Auditor's Report



## *Independent auditor's report*

To the Shareholders of Raketeck Group Holding P.L.C

### *Report on the audit of the financial statements*

#### *Our opinion*

In our opinion:

- The Group financial statements and the Parent Company financial statements (the “financial statements”) of Raketeck Group Holding P.L.C give a true and fair view of the Group and the Parent Company’s financial position as at 31 December 2024, and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (‘IFRSs’) as adopted by the EU; and
- The financial statements have been prepared in accordance with the requirements of the Maltese Companies Act (Cap. 386).

#### **What we have audited**

Raketeck Group Holding P.L.C’s financial statements, set out on pages 44 to 88, comprise:

- the Consolidated income statement and statement of comprehensive income for the year ended 31 December 2024;
- the Consolidated statement of financial position as at 31 December 2024;
- the Consolidated statement of changes in equity for the year then ended;
- the Consolidated statement of cash flows for the year then ended;
- the notes to the Consolidated financial statements, comprising material accounting policy information and other explanatory information;
- the Parent Company statement of comprehensive income for the year then ended;
- the Parent Company statement of financial position as at 31 December 2024;
- the Parent Company statement of changes in equity for the year then ended;
- the Parent Company statement of cash flows for the year then ended; and
- the notes to the Parent Company financial statements, comprising material accounting policy information and other explanatory information.

#### *Basis for opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



## *Independent auditor's report - continued*

To the Shareholders of Raketech Group Holding P.L.C

### **Independence**

We are independent of the Group and the Parent Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) together with the ethical requirements of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) that are relevant to our audit of the financial statements in Malta. We have fulfilled our other ethical responsibilities in accordance with these Codes.

---

### *Other information*

The directors are responsible for the other information. The other information comprises all the information in the Annual Report (but does not include the financial statements and our auditor's report thereon).

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon except as explicitly stated within the *Report on other legal and regulatory requirements*.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

---

### *Responsibilities of the directors and those charged with governance for the financial statements*

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs as adopted by the EU and the requirements of the Maltese Companies Act (Cap. 386), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.





## *Independent auditor's report - continued*

To the Shareholders of Raketeck Group Holding P.L.C

### *Auditor's responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Parent Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or the Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.



## *Independent auditor's report - continued*

To the Shareholders of Raketech Group Holding P.L.C

### *Report on other legal and regulatory requirements*

The *2024 Annual Report* contains other areas required by legislation or regulation on which we are required to report. The Directors are responsible for these other areas.

The table below sets out these areas presented within the Annual Report, our related responsibilities and reporting, in addition to our responsibilities and reporting reflected in the *Other information* section of our report. Except as outlined in the table, we have not provided an audit opinion or any form of assurance.

Area of the <i>2024 Annual Report</i> and the related Directors' responsibilities	Our responsibilities	Our reporting
<b>Directors' report</b> (on pages 40 to 43) The Maltese Companies Act (Cap. 386) requires the directors to prepare a Directors' report, which includes the contents required by Article 177 of the Act and the Sixth Schedule to the Act.	<p>We are required to consider whether the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.</p> <p>We are also required to express an opinion as to whether the Directors' report has been prepared in accordance with the applicable legal requirements.</p> <p>In addition, we are required to state whether, in the light of the knowledge and understanding of the Company and its environment obtained in the course of our audit, we have identified any material misstatements in the Directors' report, and if so to give an indication of the nature of any such misstatements.</p>	<p>In our opinion:</p> <ul style="list-style-type: none"> <li>the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and</li> <li>the Directors' report has been prepared in accordance with the Maltese Companies Act (Cap. 386).</li> </ul> <p>We have nothing to report to you in respect of the other responsibilities, as explicitly stated within the <i>Other information</i> section.</p>



## *Independent auditor's report - continued*

To the Shareholders of Raketeck Group Holding P.L.C

Area of the 2024 Annual Report and the related Directors' responsibilities	Our responsibilities	Our reporting
	<p><b>Other matters on which we are required to report by exception</b></p> <p>We also have responsibilities under the Maltese Companies Act (Cap. 386) to report to you if, in our opinion:</p> <ul style="list-style-type: none"> <li>adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us.</li> <li>the financial statements are not in agreement with the accounting records and returns.</li> <li>we have not received all the information and explanations which, to the best of our knowledge and belief, we require for our audit.</li> </ul>	<p>We have nothing to report to you in respect of these responsibilities.</p>

### *Other matter – use of this report*

Our report, including the opinions, has been prepared for and only for the Parent Company's shareholders as a body in accordance with Article 179 of the Maltese Companies Act (Cap. 386) and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior written consent.

Ian Curmi  
Principal

*For and on behalf of*  
**PricewaterhouseCoopers**  
 78, Mill Street  
 Zone 5, Central Business District  
 Qormi  
 Malta

11 April 2025

# Definitions of Alternative Performance Metrics

Unless defined otherwise in this report, the terms below have the following definitions:

<b>ADJUSTED EBITDA</b>	EBITDA adjusted for exceptional costs
<b>ADJUSTED OPERATING PROFIT</b>	Operating profit adjusted for exceptional costs
<b>EBITDA</b>	Operating profit before depreciation, amortisation and impairment
<b>EBITDA MARGIN</b>	EBITDA as a percentage of revenue for the period/year
<b>FREE CASH FLOW</b>	Cash generated from operating activities, net of earnouts, lease and interest payments
<b>LTM</b>	Last twelve months
<b>NDC (NEW DEPOSITING CUSTOMER)</b>	A new customer placing a first deposit on a partners' website
<b>NET DEBT-TO-ADJUSTED EBITDA</b>	Net interest-bearing debt at the end of the period/year in relation to adjusted LTM EBITDA
<b>NET INTEREST-BEARING DEBT</b>	Interest-bearing debt at the end of the period/year, excluding earn-outs from acquisitions, minus cash and cash equivalents at the end of the period/year
<b>OPERATING MARGIN</b>	Operating profit as a percentage of revenue for the period/year
<b>OPERATING PROFIT</b>	Profit before financial items and taxes
<b>ORGANIC GROWTH</b>	Revenue growth rate adjusted for acquired portfolios and products. Organic growth includes the growth in existing products and the revenue growth related to acquired portfolios and products post acquisition
<b>REVENUE GROWTH</b>	Increase in revenue compared to the previous accounting period/year as a percentage of revenue in the previous accounting period/year
<b>P/E MULTIPLE</b>	The price to earnings ratio compares the share price to the Company's earnings per share over a given period of time
<b>P/S MULTIPLE</b>	The price to sales ratio compares the share price to the revenues from sales over a given period of time
<b>TRAFFIC</b>	Relates to the number of visitors/users of Raketech's assets

# Information to Shareholders

## Annual General Meeting

The Annual General Meeting of Raketech Group Holding P.L.C will be held at 13.00 CET on 20 May 2025, at the registered office of the Company, at St George's Business Centre – Level 7a, St George's Road, St Julian's, STJ 3202, Malta. The notification is made through a press release and via the Company's web page.

The notice and other information in preparation for the Annual General Meeting are available at [www.raketech.com](http://www.raketech.com).

## Financial information 2025

**7 MAY**

**Interim Report  
January–March**

**20 MAY**

**Annual General  
Meeting**

**23 JULY**

**Interim Report  
April–June**

**6 NOVEMBER**

**Interim Report  
July–September**

## Additional information

Financial reports are published in English. The reports and other information from the Company are published on the Group's website [www.raketech.com](http://www.raketech.com).

Please visit our website, [www.raketech.com](http://www.raketech.com), which, in addition to a broad presentation of the Company, offers an in-depth investor relations section.

## Shareholder contact

Edvin Malmgård, Head of Investor Relations

E-mail: [investor@raketech.com](mailto:investor@raketech.com)

This Annual Report can be ordered in printed format via [investor@raketech.com](mailto:investor@raketech.com) or downloaded as a pdf via [www.raketech.com](http://www.raketech.com).



